

Qingdao Haier Co., Ltd.
Implementation Rules for the Nomination Committee under the Board of
Directors
(Revised in 2019)

CHAROTER 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 *Code of Corporate Governance of Listed Companies* and the *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 management of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise five 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.

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 make recommendations to the Board of Directors about the size and the composition of the Board of Directors according to the operating activities, size of assets and shareholding structure of the Company;

(II) to study the selection criteria, procedures of directors and managers and to make recommendations in this regard to the Board of Directors;

(III) to identify for competent candidates of directors and managers extensively;

(IV) to conduct a review and make recommendations to the Board of Directors on candidates for directors and managers;

(V) to conduct a review and make recommendations on other senior management members who are subject to appointment by the Board of Directors;

(VI) to handle other matters 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. 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 managers.

CHAPTER 4 PROCEDURES OF DECISION MAKING

Article 9 The Nomination Committee shall, pursuant to the provisions of relevant laws and regulations 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 managers, form a resolution, file it for the record, submit it to the Board of Directors for approval and implement it in compliance therewith.

Article 10 The election and appointment procedures for directors and managers:

(I) the Nomination Committee shall proactively communicate with the Company ' s relevant departments, examine the Company ' s demand for directors and managers, and compose written materials;

(II) the Nomination Committee may search extensively for candidates for Directors and managers 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 managers;

(V) to convene a Nomination Committee meeting to review the qualifications of the candidates on the criteria for directors and managers;

(VI) to make suggestion to the Board of Directors regarding the candidates for directors and new managers 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 managers; and

(VII) to complete other follow-up work according to the decision and feedback from the Board of Directors.

CHAPTER 5 PROCEDURAL RULES

Article 11 The Nomination Committee shall hold at least two meetings each year. A notice of meeting shall be sent to all the members seven days before the date of the meeting. 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 12 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 13 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 14 The Nomination Committee may also invite directors, supervisors and other senior management of the Company to present at its meetings if necessary.

Article 15 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

Article 16 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 17 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 18 Any resolution passed at a Nomination Committee meeting and the voting results must be reported in written to the Board of the Company.

Article 19 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 20 The implementation rules shall take effect from the date the resolution is passed by the Board.

Article 21 In case of matters not covered herein, the relevant state laws, regulations and the implementation rules of shall apply. In case any of the implementation rules conflicts with the state laws and regulations which are to be issued in the future or the Articles of Association as legally modified, the relevant state laws, regulations 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 approval.

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

The Board of Directors of Qingdao Haier Co., Ltd.

April 2019