

Haier 海尔
HAIER ELECTRONICS GROUP CO., LTD.
海爾電器集團有限公司*
(incorporated in the Bermuda with limited liability)
(the “Company”)
(Stock Code: 1169)

Nomination Committee Terms of Reference

1. CONSTITUTION

The board of directors of the Company (the “**Board**”) hereby constitutes and established a nomination committee (the “**Nomination Committee**”) with the authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

- 2.1 The Nomination Committee shall be appointed by the Board and shall consist of not less than three (3) members.
- 2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors.
- 2.3 The members of the Nomination Committee (the “**Members**”) shall appoint its chairman who must be the chairman of the Board or an independent non-executive director. A quorum shall be two (2) Members.

3. RESPONSIBILITY

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

4. AUTHORITY

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorised by the Board to obtain legal or other independent professional advice as necessary, after seeking approval from the Company (unless it would be inappropriate to do so), at the Company’s expense, to assist the Nomination Committee and shall be provided with sufficient resources by the Company to perform its duties.

* *for identification purpose only*

5. DUTIES

5.1 The duties of the Nomination Committee include:

- (a) to 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;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to review and disclose in the corporate governance report of the Company the policy for the nomination of directors, including the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidates for directorship during the year;
- (d) to assess the independence of independent non-executive directors having regard to the criteria under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), and, if such a proposed director will be holding the seventh (or more) listed company directorship, his/her ability to devote sufficient time to Board matters;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer; and
- (f) to review the Board's policy concerning diversity of board members, and shall disclose the policy on diversity or a summary of the policy in the corporate governance report.

6. FREQUENCY OF MEETINGS

6.1 The Nomination Committee shall meet as and when required and at least once annually.

7. ATTENDANCE

7.1 As necessary or desirable, the chairman of the Nomination Committee may request or invite that members of management and/or external advisors be present at meetings of the Nomination Committee.

7.2 Meetings can be held by way of telephone conference.

8. SECRETARY

The company secretary of the Company (the “**Company Secretary**”) or his/her delegate(s) shall be the secretary of the Nomination Committee.

9. MINUTES

9.1 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.

9.2 The Company Secretary shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.

10. ANNUAL GENERAL MEETING

The chairman of the Board may invite the chairman of the Nomination Committee to attend the annual general meeting of the Company. In his/her absence, the chairman of the Board may invite another member of the Nomination Committee or failing this his/her duly appointed delegate, to attend. These persons should be available to respond to any questions of the shareholders of the Company at the annual general meeting of the Company.

11. GENERAL

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Stock Exchange and the website of the Company.