



北京京城機電股份有限公司

Beijing Jingcheng Machinery Electric Company Limited

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

(Stock Code: 0187)

BEIJING JINGCHENG MACHINERY ELECTRIC COMPANY LIMITED TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

(In case of any inconsistency between the Chinese version and the English version,
the Chinese version shall prevail.)

Chapter 1 General Provisions

- Article 1 With a view to regulating its recruitment process of the management staff, perfecting the composition of the Board of Directors and improving its corporate governance structure of the Company, the Company hereby has established the Nomination Committee of the Board and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, its Articles of Association and the other relevant regulations.
- Article 2 The Nomination Committee of the Board is a specific body established under the Board to be primarily responsible for selecting and advising on the choices, criteria, and procedures of the proposed appointments of the Company's directors and senior management.

Chapter 2 Composition

- Article 3 The Nomination Committee shall consist three directors, the majority of whom shall be independent directors.
- Article 4 The members of the Nomination Committee shall be nominated by the Chairman of the Board, at least one half of independent directors, or one-third of all the directors, and elected by the Board.

Article 5 The Nomination Committee shall have one chairman (convener) who shall be an independent director and is responsible for chairing the Nomination Committee. The chairman shall be elected from the members of the Committee and be appointed with 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 be re-elected upon the expiration of his/her term of office. Any member of the Nomination Committee who no longer holds office as a director of the Company during the term shall automatically cease to be a member of the Committee, and the vacancy shall be filled by the Committee in accordance with Articles 3 to 5 above.

Chapter 3 Duties and Authorities

Article 7 The main duties and authorities of the Nomination Committee include:

- (i) to make recommendations at least annually to the Board regarding the size and composition of the Board based on the operations, asset size and shareholding structure of the Company;
- (ii) to review the selection criteria and procedures for directors and general managers, and make recommendations to the Board;
- (iii) to identify extensively for qualified candidates for directors and general managers;
- (iv) to screen and make recommendations on the candidates for directors and general managers;
- (v) to screen and make recommendations on the candidates for other senior management who shall be referred to the Board for appointment;
- (vi) to define the job description of directors and managers as well as their career path;
- (vii) to assess the independence of independent directors;
- (viii) to develop and implement succession and cultivation plans for directors, supervisors and senior management;
- (xi) to formulate and review a policy concerning the diversity of board members; and
- (x) other matters as authorized by the Board.

Article 8 The Nomination Committee shall report to the Board and submit its proposals to the Board for review and decision. Controlling shareholders shall give full respect to the recommendations by the Nomination Committee and may not nominate alternative candidates for directors or managers without good reasons or reliable evidence.

Chapter 4 Decision-Making Procedures

Article 9 The Nomination Committee shall review the selection criteria, selection procedures and term of office of a director and senior management as required by the relevant laws and regulations and the Articles of Association of the Company by taking into account the actual situation of the Company, and shall submit the resolution so formed to the Board for approval and then implement it.

The Secretariat of the Nomination Committee is established under the Human Resource Department. The Human Resource Department is responsible to make preliminary preparation for decision-making by the Nomination Committee and the organization work for related meetings, and to provide related information in respect of the Company, including:

- (i) qualification evaluation materials of nominated candidates; and
- (ii) background investigation into persons involved in a proposed appointment or removal.

Article 10 The selection and appointment procedures of directors and senior management:

- (i) the Nomination Committee should actively communicate with the relevant departments of the Company, study the Company's demand for new directors and senior management, and present such information in writing;
- (ii) the Nomination Committee may identify extensively for candidates for directors and senior management from the Company, any company of which the Company is the holding company or which is a stock-participating company of the Company and the labor market;
- (iii) directors are nominated by shareholders or the Nomination Committee, general managers and Secretary of the Board are nominated by the Chairman of the Board, deputy general manager and other senior management are nominated by the general manager;
- (iv) the Nomination Committee gathers information about the occupation, academic qualifications, job titles, detailed work experience and all the concurrent posts of the candidate and present such information in writing;

- (v) to seek the nominee's consent to nomination; otherwise, the nominee cannot be a candidate for director and senior management;
- (vi) to convene a Nomination Committee meeting to screen the qualifications of the candidate against the criteria for director and senior management;
- (vii) to make recommendations to the Board regarding the candidates for directors and new senior management, and submit the relevant information to the Board one to two months prior to the election of new directors and appointment of new senior management; and
- (viii) to take other follow-up actions based on the decision and feedback from the Board.

Chapter 5 Procedural Rules

- Article 11 The Nomination Committee holds meetings on demand from time to time each year. Notice shall be given five days in advance to all members before the meeting. The chairman of the Committee shall chair the meetings. If he/she is unable to be present, the chairman may authorize any other member (independent director) to chair the meeting.
- Article 12 Two-thirds of the members are required to constitute a quorum of a Nomination Committee meeting. Each member shall be entitled to one vote. Resolutions at any meetings shall be passed by a simple majority of votes of all the members.
- Article 13 Votes shall be taken by a show of hands or by poll.
- Article 14 The Nomination Committee accepts written proposals as substitute for Nomination Committee meetings, subject to written consent from a simple majority of all the members.
- Article 15 Where necessary, directors, supervisors of the Company or any other persons whom the Committee believes need to attend the meeting may be invited to be present at Nomination Committee meeting.
- Article 16 Intermediaries may be engaged by the Nomination Committee at the expense of the Company to give professional advice on its decision-making if necessary.
- Article 17 The holding procedures of a Nomination Committee meeting, voting methods and resolutions passed at the meeting shall be compliant with laws, regulations, the Company's Articles of Association and the provisions herein.

- Article 18 The Nomination Committee shall keep minutes of its meeting, which shall be signed by each attending member. All meeting minutes shall be kept by the Secretary of the Board for five years.
- Article 19 Resolutions passed at a Nomination Committee meeting and voting results thereon shall be submitted to the Board in writing.
- Article 20 Members present at Nomination Committee meetings shall be obliged to keep confidential all matters discussed at the meetings and shall not disclose such information without authorization.

Chapter 6 Addendum

- Article 21 The Terms of Reference shall take effect from the date the resolution is passed by the Board.
- Article 22 In case of matters not covered herein, the relevant state laws, regulations and the Articles of Association of the Company shall apply. In case the Terms of Reference conflict with the state laws and regulations which are to be issued in the future or the Articles of Association of the Company as legally modified, the relevant state laws, regulations and the Articles of Association of the Company shall prevail. In such case, corresponding amendments shall be made to the Terms of Reference immediately and be submitted to the Board for approval.
- Article 23 The Terms of Reference shall be construed and interpreted by the Board of the Company.

The Board of Directors
Beijing Jingcheng Machinery Electric Company Limited

29 October 2020