

# **Rules of Procedures for Nomination Committee of the Board of Directors of Beijing North Star Company Limited**

(March 2021)

## **Article 1                   General Provisions**

In order to regulate the organization of the nomination committee (the “Committee”) of the board of directors (the “Board”) of Beijing North Star Company Limited (the “Company”), to clearly define the duties and authorities of the Committee and to ensure the work efficiency and scientific decision of the Committee, these rules of procedures are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Governance Standards of Listed Companies, the rules governing the listing of securities on the stock exchange on which the shares of the Company are listed (the “Listing Rules”), the Articles of Association of Beijing North Star Company Limited (the “Articles of Association”) and the Rules of Procedures for the Board of Directors of Beijing North Star Company Limited.

## **Article 2                   Nature**

The Committee, as a specialised committee subordinated to the Board, shall report to the Board.

The Committee shall consider issues regarding nomination of the directors and senior management of the Company and give suggestions and propose the same to the Board for consideration. The Committee may also decide on the specific issues within the scope of authorization granted by the Board.

## **Article 3                   Members**

The Committee shall comprise five directors, three of which are independent non-executive directors. The Committee shall appoint an independent non-executive director to serve as the chairman of the Committee, who is responsible for the day to day administration of the Committee and shall convene and chair the meetings of the Committee. The Board is responsible for the appointment and dismissal of members of the Committee.

The term of office of the Committee shall be consistent with that of the Board, and its members may serve consecutive terms if re-elected upon the expiry of their current term of office. If any member no longer acts as a director of the Company during his/her term of office, he/she shall automatically be disqualified as a member, and the vacancy shall be filled by the Board in accordance with Article 1 herein.

#### **Article 4**

#### **Responsibilities**

The primary responsibilities of the Committee include:

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year and make recommendations to the Board regarding any proposed changes to the Board with reference to the Company's strategies;
- (2) 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;
- (3) to assess the independence of independent non-executive directors;
- (4) to make recommendations to the Board in respect of the appointment or re-appointment of and succession planning for directors, in particular the Chairman and the chief executive;
- (5) to study and make recommendations on the selection standards and procedures of directors and senior management;
- (6) to identify individuals suitably qualified to be senior management;
- (7) to conduct vetting of candidates of directors and senior management and make recommendations thereon;
- (8) to handle other matters as required by relevant laws and regulations or listing rules of the place where the shares of the Company are listed and as authorized by the Board.

**Article 5**                    **Working Body**

As a working body under the Board of the Company and also the working body of the Committee, it shall be led by and held accountable to the Committee.

**Article 6**                    **Convening of Meetings**

The Committee shall convene one regular meeting every year.

An extraordinary meeting of the Committee shall be convened when the chairman deems it necessary or when more than one half of its members jointly propose to do so.

The meetings of the Committee may be held by way of on-site meetings or by correspondence. The correspondence meetings include video conferences, telephone conferences or meetings to consider written proposals.

The meetings of the Committee shall be convened and chaired by the chairman. Where the chairman is unable to perform his duties, he/she shall designate another member (an independent non-executive director) to act on his behalf; in the event that the chairman is neither able to discharge his duties due to certain reasons nor designates a person to act on his/her behalf, a member (an independent non-executive director) elected by more than one half of the members shall convene such meeting.

**Article 7**                    **Decision-making Procedures**

Meetings of the Committee may not be held unless more than one half of its members are present. The resolutions of the meetings of the Committee shall be voted by a show of hands or by correspondence, and each member is entitled to one vote.

The resolutions made at the meetings of the Committee may not be passed unless approved by more than two-thirds of the members attending such meetings.

Members of the Committee shall attend the meetings of the Committee in person. Should a member be unable to attend the meeting due to certain reasons, he/she may authorize in writing another member to attend such meeting on his/her behalf, and such proxy shall be an independent non-executive director member. The power of attorney shall specify the name of proxy, entrusted matters, scope of authorization and term of validity, and shall be signed or sealed by the principal. The member attending the meeting as a proxy shall exercise the rights within the scope of authorization. A member failing to attend the meeting of the Nomination Committee in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.

## **Article 8**

### **Reporting**

After resolving on relevant matters, the Committee shall report to the Board on the relevant resolutions and the meeting minutes, and shall submit the proposals to the Board for review and decision, unless otherwise prohibited by laws and regulations.

The secretary to the Board shall keep and preserve the meeting minutes of the Committee, and should be open for inspection at any reasonable time on reasonable notice by any director.

The meeting minutes of the Committee shall record in sufficient details of the matters considered and the decisions reached, including any concerns raised by the Committee members or dissenting views expressed. The draft and final versions of the meeting minutes of the Committee shall be sent to all members of the Committee for their comments and records respectively, within a reasonable time after such meetings.

## **Article 9**

### **Powers**

The Committee has the right to engage independent agencies for their professional advice on any matters within its terms of reference, with relevant fees payable by the Company.

The Committee is authorized to carry out investigations within its terms of reference and to seek any information it requires from the staff of the Company.

## **Article 10**

### **Supplementary Provisions**

Matters not covered by these rules shall be implemented in accordance with the relevant requirements of laws, regulations, the Articles of the Association and the Listing Rules; in case that these rules conflict with any laws and regulations to be issued or the Articles of Association to be revised in the future, the relevant requirements of national laws, regulations or the Articles of the Association shall prevail.

These rules shall be formulated and interpreted by the Board of the Company.