

The Implementation Rules and Regulations of the Nomination Committee was originally drafted in Chinese and the English translation thereof is not an official version and for your reference only. In case of any inconsistencies and/or discrepancies between the Chinese version and the English version, the Chinese version shall always prevail.

Zhuzhou CRRC Times Electric Co., Ltd.

**Implementation Rules and Regulations of
the Nomination Committee**

Effective from 7 September 2021

CONTENTS

Chapter	Title	Page
CHAPTER 1	GENERAL PROVISIONS	2
CHAPTER 2	COMPOSITION	2
CHAPTER 3	DUTIES AND AUTHORITIES.....	3
CHAPTER 4	DECISION-MAKING PROCEDURES	5
CHAPTER 5	NOMINATION POLICY AND DISCLOSURE	6
CHAPTER 6	RULES OF PROCEDURE	6
CHAPTER 7	SUPPLEMENTARY PROVISIONS.....	9

ZHUZHOU CRRC TIMES ELECTRIC CO., LTD.

Implementation Rules and Regulations of the Nomination Committee

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish a sound management system for the nomination of directors and senior management members of Zhuzhou CRRC Times Electric Co., Ltd. (the “Company”), to ensure that the members of the board of directors of the Company possess the skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business and to improve the Company’s corporate governance structure, the board of directors of the Company specifically established 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 for Listed Companies (《上市公司治理準則》), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the above listing rules are hereinafter referred to as the “Listing Rules of Listing Places”), the Opinion on the Further Promotion of the Standardised Operation and In depth Reform of Companies Listed Overseas (《進一步促進境外上市公司規範運作和深化改革的意見》) and other relevant laws, administrative regulations, regulatory documents as well as the requirements of the Articles of Association of Zhuzhou CRRC Times Electric Co., Ltd. (the “Articles of Association”).

Article 2 The Nomination Committee of the board of directors is a body specifically established by the board of directors in accordance with the resolution of the shareholders’ general meeting, and is mainly responsible for researching, reviewing and advising to the board of directors on the candidates for the directors and senior management members of the Company, and the relevant selection criteria and procedure, and shall be accountable to the board of directors.

Article 3 For the purpose of these rules, the directors refer to the chairman, vice chairman and other directors of the Company; senior management members refers to the general manager, deputy general manager, chief financial officers, general counsel, secretary to the board of directors and other senior management as determined by the Company.

CHAPTER 2 COMPOSITION

Article 4 The Nomination Committee shall be composed of three or more directors, and the majority of whom shall be independent non-executive directors.

Article 5 The members of the Nomination Committee shall be nominated by the chairman of the board of directors, more than half of the independent non-executive directors or one-third of all directors and be elected by the board of directors.

Article 6 The Nomination Committee shall have a chairman who must be the chairman of the board of directors or an independent non-executive director and shall in charge of the Nomination Committee's work. The chairman of the Nomination Committee shall be elected from the chairman of the board and/or independent non-executive directors who are serving as members of the Nomination Committee, and the election of which shall become effective after the result has been reported to, and approved by, the board of directors.

Article 7 The term of office of a member of the Nomination Committee shall be consistent with the term of the board of directors. Upon the expiration of his/her term, a member may serve a consecutive term if re-elected. Where a member ceases to be a director of the Company during the term or a member who should be an independent non-executive director ceases to have the independence required by the Listing Rules of Listing Places and the Articles of Association, his/her membership shall be terminated automatically and the replacement shall be appointed by the board of directors in accordance with Articles 4 to 6 of these rules, and the term of office of such member shall end at the expiry of the term of office of such member as a director.

Article 8 The Nomination Committee has a working team under it. The working team is specifically responsible for providing information related to the operation of the Company and information with respect to the nominees, and for the preparation of the meetings of the Nomination Committee as well as for the implementation of the relevant resolutions of the Nomination Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 9 The principal duties and authorities of the Nomination Committee are:

- (1) based on the Company's operation, asset size and shareholding structure, review the structure, scale, size, composition and membership diversity (in terms of, including but not limited to, sex, age, culture and education background, race, professional experience, skills, knowledge and term of service and any other factors that the board may consider relevant and applicable from time to time) of the board of directors at least once annually and make recommendations on any proposed changes to the board of directors to complement the Company's corporate strategies;
- (2) to study and formulate systems and policies relating to the nomination of directors and senior management members, including their nomination procedures and guidelines for selection and recommendation, to monitor their implementation on an ongoing basis and to make recommendations to the board of directors;

- (3) to identify suitable qualified candidates to become directors and senior management members, and select and nominate the relevant person for appointment as a director and senior management member or make recommendations to the board of directors on such matter. When identifying suitable candidates, the Nomination Committee shall comply with the principle of meritocracy, consider the strengths of the relevant candidates, the contributions they can make to the board of directors and give due consideration to the benefits of membership diversity in objective terms;
- (4) when making recommendations to the board of directors on the appointment of an independent non-executive director, take into account the process used for identifying that person, the reasons for the appointment, the independence of the person, whether such person is able to devote sufficient time to perform the duties of a director, the views, perspectives, skills and experience that the person can bring to the board, and how the person would contribute to diversity of members of the board of directors;
- (5) based on the Company's corporate strategies and future requirements in terms of skills, knowledge, experience and diversified composition, make recommendations to the board of directors on the appointment or re-appointment of directors and senior management members and the succession planning for directors and senior management members, in particular the chairman of the board of directors and the general manager;
- (6) to inquire into, and review, the candidates of other senior management members whose appointments must be submitted to the board of directors for approval and make recommendations to the board of directors in relation thereto;
- (7) to assess the independence of the independent non-executive directors, review the annual written confirmations of the independent non-executive directors with respect to their independence, and ensure and assist the Company in confirming in the annual report whether the Company has received such written confirmation and whether the Company continues to consider that relevant independent non-executive directors are indeed independent;
- (8) to review the diversity status of the board of directors at least once a year; and review the measurable objectives that it has set for implementing the board diversity policy and progress on achieving those objectives; and ensure and assist the Company in disclosing the results of the review in the Corporate Governance Report on an annual basis; and
- (9) other matters as prescribed by applicable laws, regulations, the Articles of Association, the Listing Rules of Listing Places and as authorized by the board of directors.

Article 10

The board of directors has the power to veto the nominee whom it reasonably believes may impair the interests of the shareholders.

Article 11 Proposal of a director nomination from the Nomination Committee must be approved by the board of directors and is submitted to the shareholders' general meeting for consideration and approval in accordance with the requirements of the Articles of Association. The proposal on nomination of senior management members of the Company must be reported to, and approved by, the board of directors.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 12 The working team under the Nomination Committee shall be responsible for the preliminary preparation work for the Nomination Committee's decision making and providing related information of the Company:

- (1) to conduct an extensive search for the candidates of directors and senior management members within the Company, its holding companies (or companies in which the Company has shareholdings), the talents market as well as other channels;
- (2) to obtain and adjust information such as the occupation, educational background, job title, detailed working experience, all part-time jobs of the proposed candidates, and produce relevant written materials;
- (3) to provide information with respect to completion of the main financial targets, financial budgets and business objectives of the Company; and
- (4) the allocation of the scope of work among the senior management members of the Company and the information on their main duties.

Article 13 The selection procedure of directors and senior management members by the Nomination Committee:

- (1) to actively exchange views with the relevant departments of the Company and consider the Company's needs for new directors and senior management members;
- (2) the nomination working team shall conduct an extensive search for the candidates of directors and senior management members in accordance with the requirements of Article 12 of these rules, produce and submit relevant written materials to the Nomination Committee;
- (3) to seek the consent from the nominees on their nominations. If the nominee refuses to be nominated, he/she shall not be the nominees for directors and senior management members;
- (4) to convene meetings of the Nomination Committee, review the eligibility of the preliminary candidates based on the qualifications required for directors and senior management members;

- (5) to submit proposals on the candidates for directors and senior management members together with relevant written materials to the board of directors; and
- (6) to conduct other follow-up work according to the decision and feedback of the board of directors.

CHAPTER 5 NOMINATION POLICY AND DISCLOSURE

- Article 14** Chapter 1, Chapter 3, Chapter 4 and Chapter 5 of these rules constitute the nomination policy of the Company.
- Article 15** The Company's nomination policy shall be disclosed in accordance with the requirements of the Listing Rules of Listing Places.
- Article 16** The Nomination Committee is responsible for implementing the Company's nomination policy.
- Article 17** The Nomination Committee shall review the nomination policy from time to time to ensure that the nomination policy caters to the needs of the Company.
- Article 18** The Company shall disclose in the Corporate Governance Report contained in the annual reports prepared under the Listing Rules of Listing Places:
- (1) The relevant nomination policy to be implemented by the Nomination Committee during the relevant year, including the nomination procedures and the selection and recommendation criteria adopted by the Nomination Committee for director candidates during the relevant year; and
 - (2) The board diversity policy or its summary, including any measurable objectives set for implementing the board diversity policy and progress on achieving these measurable objectives.

CHAPTER 6 RULES OF PROCEDURE

- Article 19** The meetings of Nomination Committee can be classified into regular meetings and extraordinary meetings.
- Article 20** Regular meetings of Nomination Committee shall be convened at least once a year with three days' notice to all members and sufficient meeting materials, but the aforementioned notice period may be waived with the unanimous consent of all members. The meeting shall be chaired by the chairman of the Nomination Committee, who may delegate an independent non-executive director who is a member of the Committee to chair the meeting if he/she is unable to attend the meeting.

Article 21 The chairman of the Committee shall issue a notice of the extraordinary meeting within three days from the date of occurrence of any of the following circumstances:

- (1) when proposed by the board of directors;
- (2) when proposed by the chairman of the Committee;
- (3) when proposed by two or more members of the Committee;
- (4) when proposed by the chairman of the board of directors.

The securities and legal department shall send the notice of the meeting and relevant meeting information to all members three days prior to the extraordinary meeting according to the instruction of the chairman of the Committee, but the aforementioned requirements on notice time and procedures may be waived with the unanimous consent of all members.

Article 22 Notice of the meeting shall include:

- (1) the place, date, time and manner of convening the meeting;
- (2) the agenda of the meeting and the matters to be discussed and related information;
- (3) the contact person and contact information of the meeting;
- (4) the date of the notice.

Notice of the meeting may be given by hand, fax, registered mail, email or other means as provided for in the Articles of Association.

Article 23 Members of the Nomination Committee shall attend the meetings in person with a diligent and responsible attitude and express their clear opinions on the matters for consideration. If a member is unable to attend a meeting for any reason, he/she may appoint another member to attend and express his/her opinion and exercise his/her voting rights on his/her behalf. Each member shall be appointed by a maximum of one member.

Article 24 If a member of the Nomination Committee appoints another member to attend the meeting on his or her behalf, he/she shall submit a power of attorney signed by the member to the presiding person. The power of attorney shall specify the name of the principal, the scope, authority and duration of the power of attorney, and shall be submitted to the presiding person no later than the time of the meeting.

Article 25 The meeting of the Nomination Committee shall be held with the presence of at least two-thirds of the members; each member shall have one vote; and the resolution made at the meeting shall be passed by more than half of all members.

- Article 26** Voting at the meeting of the Nomination Committee shall be taken by a show of hands or by ballot. If necessary, the meeting may also be held by written correspondence under the premise of guaranteeing the full expression of members' opinions.
- Article 27** If necessary, directors, supervisors and senior management members of the Company may be invited to sit in on the meetings of Nomination Committee and provide necessary information.
- Article 28** The Company shall provide the Nomination Committee with sufficient resources to perform its duties. When the members exercise their authority, the relevant personnel of the Company shall actively cooperate, shall not refuse, obstruct or conceal, and shall not interfere with the exercise of their authority. If necessary, the Nomination Committee may engage intermediaries to provide independent professional advice for its decision-making at the Company's expense.
- Article 29** When discussing issues in which the members of the Nomination Committee have an interest at the Nomination Committee meetings, the parties concerned shall recuse themselves from voting on such issues, and the votes represented by them shall not be counted in the total number of valid votes. If the effective deliberative opinion cannot be formed due to the recusal of members of the Committee, the relevant matters shall be considered directly by the board of directors.
- Article 30** The procedures for convening the meetings of the Nomination Committee, the voting methods and the resolutions passed at the meetings must comply with the requirements of relevant laws and regulations, the Articles of Association, these rules and the Listing Rules of Listing Places.
- Article 31** The Nomination Committee shall keep minutes for its meetings. Draft and final versions of minutes of the meetings shall be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting. The members of the Committee who attended the meeting shall sign on the minutes. The minutes of the meetings shall be kept by the secretary to the board of directors.
- Article 32** Resolutions passed at and voting results of the meetings of the Nomination Committee shall be reported to the board of directors of the Company in writing.
- Article 33** The Nomination Committee shall report the implementation of the works for the previous year to the board of directors in the first meeting of every year.
- Article 34** Members present at the meetings shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose relevant information without authorization.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

- Article 35** Unless otherwise stated, terms used in these rules shall have the same meanings as those terms in the Articles of Association.
- Article 36** These rules shall be effective from the date of approval by the board of directors and the initial public issue of the Company's A shares and listing on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the "Rules Effective Date"), and the provisions of these rules, as amended from time to time, shall be effective from the date specified in the relevant board resolution.
- Article 37** Any matters not covered by these rules shall be implemented in accordance with the provisions of the relevant national laws and regulations, the Listing Rules of Listing Places and the Articles of Association. Should these rules conflict with the relevant national laws and regulations, the Listing Rules of Listing Places coming into effect after the Rules Effective Date or the Articles of Association amended after the Rules Effective Date through lawful procedures and implemented subsequently, the relevant national laws and regulations, the Listing Rules of Listing Places and the Articles of Association that become effective after the Rules Effective Date shall prevail, and these rules shall be revised immediately and the revision shall be reported to the board of directors for consideration and approval.
- Article 38** The power to interpret these rules is vested in the board of directors of the Company.