



## **Beijing Capital Jiaye Property Services Co., Limited**

### **北京京城佳業物業股份有限公司**

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

**(Stock Code: 2210)**

## **Procedural Rules for Shareholders' Nomination of Directors**

**Article 1** To further clarify the procedural rules (the “Rules”) for shareholders’ nomination of directors of Beijing Capital Jiaye Property Services Co., Limited (hereinafter referred to as the “Company”) in accordance with the relevant requirements set out in the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), the Administrative Measures for Independent Directors of Listed Companies and other relevant laws, regulations and regulatory documents, regulatory rules in the places where the shares of the Company are listed and the Articles of Association of Beijing Capital Jiaye Property Services Co., Limited (hereinafter referred to as the “Articles of Association”), and taking into account the actual situation of the Company, the Company hereby formulates these Rules.

**Article 2** The means of and procedures for shareholders’ nomination of directors are as follows:

- (1) Directors shall be elected or replaced by the general meeting in accordance with the Articles of Association. The term of office of directors is three years. The term of office of directors is renewable upon re-election at its expiry, unless otherwise stipulated in the relevant laws, regulations and the Articles of Association. The term of office of independent non-executive directors shall be the same as those of other directors of the Company, and subject to re-election upon expiration of their term, but shall not exceed nine consecutive years, unless otherwise provided in the relevant laws, regulations and listing rules of the stock exchange where the shares of the Company are listed.
- (2) The director candidates are generally submitted to the general meeting of the Company by the board of directors (the “Board”) of the Company by proposal. The shareholders of the Company may nominate director candidates in accordance with the Articles of Association. Shareholders individually or jointly holding three percents (3%) of the Company’s total issued shares with voting rights is/are entitled to propose resolution in writing to the general meeting, but the number of nominated candidates shall comply with the requirements of the Articles of Association and shall not exceed the number as planned. The above proposal submitted by the shareholders to the Company shall be delivered to the Company at least seven (7) days before the convening of the general meeting.

- (3) The written notices for the intention to nominate a director candidate and the candidate's intention to accept the nomination, and the written information of the director candidate shall be provided to the Company no less than seven (7) days prior to the date of the general meeting (such seven (7)-day notice period shall commence no earlier than the second day upon the issue of the notice for convening the general meeting for this election and end no later than seven (7) days prior to the date of convening the general meeting). The Board shall provide biographical information and basic conditions of director candidates to shareholders.
- (4) The period of despatch of the notice to the Company regarding the nomination of director candidates and the period of the despatch of the above notice and documents indicating the candidate's intention to accept the nomination (such period shall commence from the day immediately following the date of despatch of the notice of convening the general meeting) shall not be less than seven (7) days.

**Article 3** The qualifications and conditions of director candidates shall be in compliance of the relevant requirements of the relevant laws, administrative regulations, regulatory documents, the Listing Rules, and relevant regulatory provisions, and the Articles of Association. The Nomination Committee and the Board of Directors shall consider the following criteria in evaluating and selecting candidates for Directors:

- (a) Character and integrity;
- (b) Qualifications, including professional qualifications, skills, knowledge and experience relevant to the Company's business and corporate strategy;
- (c) Willingness to devote sufficient time to fulfill the duties of a member of the Board of Directors, as well as other duties that need to be performed as Directors and significant commitments;
- (d) Number of current directorships held by the candidate and other responsibilities that may require their attention;
- (e) The requirement under the Listing Rules that the Board must include independent non-executive directors and whether a candidate is considered to be independent under the independence guidelines set out in the Listing Rules;
- (f) The Company's board diversity policy and any measurable objectives adopted by the Nomination Committee to achieve diversity on the Board; and
- (g) Other aspects appropriate to the Company's business.

**Article 4** Unless otherwise specified, the terms used in the Rules shall have the same meanings as those of the Articles of Association.

**Article 5** For matters not covered in the Rules, and in the event of any contradiction with any provisions of the laws, administrative regulations, regulatory documents, the Listing Rules, and other relevant regulatory provisions formulated after the Rules become effective, and the Articles of Association amended under the legal procedures, the relevant laws of the state, administrative regulations, regulatory documents, the Listing Rules, and other relevant regulatory provisions, and the amended Articles of Association shall prevail. Amendments to these Rules shall be made forthwith and submitted to the Board for consideration and approval.

**Article 6** The power of interpretation of, and amendments to, the Rules shall be vested in the Board.

**Article 7** These Rules shall come into effect on the date of issuance following approval by the Board of the Company. The “Procedural Rules for Shareholders’ Nomination of Directors of Beijing Capital Jiaye Property Services Co., Limited (Applicable after H-share Issuance)” (Beijing Capital Jiaye Board Secretary Circular [2021] No. 69) shall be repealed simultaneously.