



吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock codes: 175 (HKD counter) and 80175 (RMB counter)

Remuneration Policy of Geely Automobile Holdings Limited (the “Company”)

Foreword

Geely Automobile Holdings Limited (“the Company”) and its Board of Directors (“the Board”) aim to set the remuneration packages of all directors and senior management under a formal and transparent procedure which should be sufficient to attract and retain directors to run the company successfully without paying more than necessary yet no director or any of his associates should be involved in deciding his own remuneration.

As such, the Remuneration Committee of the Company (“the Remuneration Committee”), which is chaired by an independent non-executive director and comprising a majority of independent non-executive directors (*please browse the websites of the Company and the Stock Exchange for its written terms of reference for details*), consults the Chairman of the Board and/or chief executive about their remuneration proposals for other executive directors with access to independent professional advice if necessary, either to determine with delegated responsibility, the remuneration packages of individual executive directors and senior management or to make recommendations to the board on the remuneration packages of individual executive directors and senior management, and makes recommendations to the Board on the remuneration of non-executive directors.

Principles

The Company's remuneration policy for all directors and senior management is governed by the following principles:

(1) Corporate Goals and Objectives

the remuneration proposals should be reviewed and approved with reference to the Board's corporate goals and objectives;

(2) Commitment

the salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries should be considered;

(3) Appointment / Employment Contract

it should be reviewed and approved that, the compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive, and the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

(4) Evaluation on Corporate and Individual Performance

a significant proportion of individual directors' remuneration should link rewards to corporate and individual performance, evaluation of which shall be conducted regularly.

(5) Equity-based Remuneration

equity-based remuneration (e.g. share options or grants) with performance-related elements should not be granted to independent nonexecutive directors as this may lead to bias in their decision-making and compromise their objectivity and independence.