



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)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Composition of the Nomination Committee (the “Committee”)

Please refer to the “List of Directors and their Role and Function” as in force from time to time and published on the websites of both the Company and The Stock Exchange of Hong Kong Limited for identification of the Committee members.

Constitution of the Committee

- (1) The Committee members shall be appointed by the board of directors of the Company (the “**Board**”) and shall comprise at least two members.
- (2) The Committee shall comprise a majority of independent non-executive directors.
- (3) The Committee shall include at least one member of a different gender to promote gender diversity, in alignment with the Board Diversity Policy and the corporate governance code (the “**Corporate Governance Code**”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (4) The Chairman of the Committee (the “**Committee Chairman**”) shall be appointed by the Board and shall be either the Chairman of the Board or an independent non-executive director.
- (5) The Board may from time to time appoint additional members to the Committee from the non-executive directors, provided that independent non-executive directors continue to constitute the majority of the Committee.

Meetings and Quorum

The Committee shall meet with such frequency as it may consider appropriate, but in any event at least once a year to review board composition, diversity, and nomination policies, as required by the Corporate Governance Code.

The quorum for meetings shall be two Committee members, one of whom should be the Committee Chairman, unless they are unable to attend due to exceptional circumstances.

Full minutes of the Committee meetings shall be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

Role and Authority of the Committee

The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.

Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- The process used for identifying the individual and why the Committee believes he/she should be elected;
- The reasons why the Committee considers the individual to be independent, including an assessment against the factors set out in Rule 3.13 of the Listing Rules and any other relevant factors;
- The perspectives, skills, and experience the individual can bring to the Board; and
- How the individual contributes to the diversity of the Board.

Functions of the Committee

The Committee shall:

1. review the structure, size, and composition of the Board (including skills, knowledge, experience, and diversity) at least annually, assist the Board in maintaining a board skill matrix, and make recommendations on any proposed changes to the Board to support the Company's corporate strategy and ensure alignment with the Corporate Governance Code;
2. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, ensuring that independent non-executive directors comprise at least one-third of the Board;
3. assess the independence of independent non-executive directors annually, taking into account the factors set out in Rule 3.13 of the Listing Rules, their tenure, and any other circumstances that may affect their independence, and disclose the results in the Corporate Governance Report;

4. make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive, ensuring a formal, considered, and transparent procedure;
5. review the Director Nomination Policy and the Board Diversity Policy of the Company annually, and propose any recommended revisions to the Board for consideration and approval so as to ensure the effectiveness of the policies;
6. monitor the implementation of the Board Diversity Policy, including progress towards achieving measurable objectives, and disclose such progress in the Corporate Governance Report;
7. review and assess directors' time commitment and contribution to the Board, as well as directors' ability to discharge their responsibilities effectively;
8. support the Company's regular evaluation of the Board's performance; and
9. report back to the Board on decisions or recommendations relating to these terms of reference, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements), as the Committee deems proper and necessary.