

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LIMITED
(華晨中國汽車控股有限公司)*
(Incorporated in Bermuda with limited liability)
(the “Company”)

**Terms of reference for the Nomination Committee
of the board of directors of the Company
amended and restated with effect from 1st January, 2022
pursuant to a resolution of the board of directors on 30th December, 2022**

Constitution

1. At a meeting held on 28th March, 2012, the board (the “**Board**”) of directors (the “**Directors**”) of the Company resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

Membership

2. The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. A quorum for meeting shall be two members.
3. The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

Secretary

4. The company secretary shall be the secretary of the Committee.

Frequency of meetings

5. Meetings of the Committee shall be held not less than once a year. Meetings will be held at the request of any member of the Board.

Authority

6. The Committee may exercise the following powers:
 - (a) to seek any information it requires from any employees of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
 - (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment

* for identification purposes only

or re-appointment as Directors;

- (c) to obtain, at the Company's expenses, outside independent legal or other independent professional advices on or assistance to any matters within these terms of reference, including the advices of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary;
 - (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board any changes it considers necessary; and
 - (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 8 below can be properly discharged.
7. The Company will provide sufficient resources for the Committee's performance of its duties including reasonable fees of legal and other independent professional advisors.

Duties

8. The duties of the Committee shall be:
- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually;
 - (b) to identify individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive Directors;
 - (d) to make recommendations to the Board on:
 - (i) the roles, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
 - (ii) the policies on the terms of employment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board to complement the Company's corporate strategy;
 - (v) candidates suitably qualified to become members of the Board;

- (vi) the selection of individuals nominated for directorship;
 - (vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (viii) the appointment of any Director by the Board pursuant to the Bye-laws of the Company;
 - (ix) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendations to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director. Such recommendations shall include, but not limited to, the reasons why the Committee believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Committee in arriving at such determination;
 - (x) the appointment, re-designation and re-appointment of Directors;
 - (xi) succession planning for Directors in particular the chairman and the chief executive; and
 - (xii) to approve and review the policy concerning diversity of members of the Board, and ensure such policy or a summary of such policy is disclosed in the corporate governance report;
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- (i) succession planning of Directors;
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
 - (iv) the skills and expertise required from members of the Board;
 - (v) the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with regard to directors of a listed issuer;
 - (vi) in respect of any proposed service contracts to be entered into by any members of the Group with its Directors or proposed Director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the

Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are Directors with material interests in the relevant service contracts and their respective associates as defined in the Listing Rules) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

- (vii) to ensure that on appointment to the Board, each Director receives a formal letter of appointment or enters into a service contract with the Company, as appropriate;
- (viii) to ascertain the reasons for departure of resigning Directors;
- (ix) to consider other matters, as defined or assigned by the Board from time to time;
- (x) in relation to composition of the Board, to ensure that (aa) the Board should have a balance of skills, and experience and diversity of perspectives appropriate to the requirements of the Company's business; (bb) changes to its composition can be managed without undue disruption; (cc) the Board should comprise a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgment; and (dd) non-executive Directors should be of sufficient calibre and number for their views to carry weight;
- (xi) in relation to appointments, re-election and removal of Directors, to ensure that (aa) there should be a formal, considered and transparent procedure for the appointment of new Directors; (bb) there should be plans in place for orderly succession for appointments; and (cc) all Directors should be subject to re-election at regular intervals; and (dd) the Company explains the reasons for the resignation or removal of any Directors by way of announcement(s);
- (xii) to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements); and
- (xiii) to consider and implement other relevant matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

Reporting procedures

9. The secretary of the Committee shall circulate the draft and final versions of minutes of the Committee meetings to all members of the Committee for comment and records, within a reasonable time after the meeting.
10. The secretary of the Committee shall maintain as part of the Company's corporate records all approved minutes and reports of the Committee.

Attendance of annual general meeting

11. The Chairman of the Committee should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholders' questions on the Committee's activities.

Publication of the Terms of Reference

12. The Committee should make available these terms of reference on the websites of The Stock Exchange of Hong Kong Limited and the Company.

(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)