

ZHEJIANG LEAPMOTOR TECHNOLOGY CO., LTD.

TERMS OF REFERENCE OF THE NOMINATION AND ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE (ESG) COMMITTEE OF THE BOARD

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of directors, optimize the composition of the Board, and improve the corporate governance structure of Zhejiang Leapmotor Technology Co., Ltd. (the “**Company**”), the Nomination and ESG Committee under the Board is established and these terms of reference are formulated in accordance with relevant laws and regulations, such as the Company Law of the People’s Republic of China (the “**Company Law**”) and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as well as the provisions of the Articles of Association of Zhejiang Leapmotor Technology Co., Ltd. (the “**Articles of Association**”).

Article 2 The Nomination and ESG Committee (the “**Committee**”) is a specialized working body under the Board and is principally performing its monitoring function in the following areas:

- (I) assisting the Board in formulating the procedures and criteria for electing and appointing the directors of the Company and assessing their qualifications within its scope;
- (II) screening and nominating candidates for directors and members of the specialized committees (the “**Committees**”) for consideration at the general meeting, after obtaining approval of the Board;
- (III) ensuring the directors and members of the Committees always maintain sufficient skills, experience and knowledge to perform their duties;
- (IV) ensuring the continuous and effective performance of the Board on its corporate governance duties; and
- (V) monitoring the environmental, social and governance (ESG) matters of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Committee shall consist of three directors who shall be appointed by the Board and the majority of whom shall be independent non-executive directors. The Committee shall be chaired by an independent non-executive director or the chairman of the Board.

Article 4 Members of the Committee shall attend regular meetings of the Committee, and shall actively express their opinions on matters proposed at the meetings and have a thorough understanding of the roles and responsibilities of the Committee.

Article 5 At the request of the Committee, other members of senior management and representatives of external consultants shall also be in attendance at some or all meetings of the Committee or participate in the discussion of certain matters proposed at the meetings.

Article 6 The secretary of the Board or the joint company secretaries or their proxy shall be the secretary of the Committee.

CHAPTER 3 DUTIES AND RESPONSIBILITIES

Article 7 The principal duties and responsibilities of the Committee shall include:

- (I) in light of the operating activities, size of assets and shareholding structure of the Company, reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, expertise, skills, knowledge and length of services) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (II) making recommendations to the Board on the appointment or re-appointment and succession plan of the directors, especially the chairman of the Board and the general manager, which shall, together with the Board, include discretionary consideration of a combination of factors such as the Company's corporate strategies and personnel skills, knowledge, experience and needs of personal diversification required in the future;
- (III) identifying suitably qualified individuals for appointment as additional directors or to fill Board vacancies as and when vacancies arise, and making recommendations to the Board on the selection and nomination of such persons as directors; in identifying suitable candidates, the Committee shall take into full consideration of the complementarity of the Board members in respect of knowledge structure and experience, and the balance and independence of composition of the Board, and shall choose from a wide range of candidates based on objective criteria, taking into account the benefits of the diversity of the Board members and in light of the Company's business needs, so that members of the Board possess proper ability, experience and diversified perspectives to support the Company in realizing strategic objectives, maintaining competitive strengths and achieving sustainable development;
- (IV) assisting the Board in assessing and reviewing the independence of the independent non-executive directors;
- (V) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continuous and effective competitiveness of the Company in the market;
- (VI) performing regular review on the contributions made by the directors and the sufficiency of time devoted to perform their duties, and assessing whether the directors have devoted sufficient time and efforts to perform their duties by way of performance appraisal;

- (VII) the Committee shall make recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their terms of office, and make recommendations to the Board on matters in relation to the election or re-election of directors by shareholders, and the continuation in office of any director at any time; where the Board decides to propose 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 (1) the process used for identifying the individual and the reasons and bases for which the Board considers such individual a suitable and independent candidate; (2) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to perform the duties; (3) the perspectives, skills and experience that the individual can bring to the Board; and (4) how the individual contributes to diversity of the Board;
- (VIII) ensuring a formal letter of appointment be delivered to the director upon his/her appointment to the Board, which clearly sets out the principal terms and conditions of the appointment; the letter of appointment shall specify the term of office and being subject to re-election;
- (IX) developing and reviewing at its discretion the diversity policy of the Board; and making disclosures relating to its policies or policy summaries on an annual basis in the Corporate Governance Report in the annual reports of the Company, and the policies on the nomination of directors implemented by the Committee, including the nomination procedures adopted by the Nomination and ESG Committee for director candidates and the selection and recommendation criteria; and
- (X) implementing other matters authorized by the Board or set out in the Articles of Association or required by laws from time to time.

Article 8 The Nomination and ESG Committee shall perform the following corporate governance functions:

- (I) formulating the Company's corporate governance policies and practices, monitoring its implementation and making recommendations to the Board;
- (II) reviewing and monitoring the training and continuous professional development plans of the directors and senior management;
- (III) reviewing and monitoring the Company's policies and practices regarding compliance with laws and regulatory requirements as well as their implementation;
- (IV) formulating, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the employees and directors;
- (V) reviewing the Company's compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, together with the information disclosure in the Corporate Governance Report; and

(VI) the Committee shall upload these terms of reference to the websites of the Stock Exchange and the Company to explain its duties and power delegated by the Board.

Article 9 The Nomination and ESG Committee shall also perform the following environmental, social and governance functions:

- (I) providing guidance on and formulating the Company's ESG vision, objectives, strategies and structure to ensure that they align with the Company's needs and comply with the applicable laws, regulations, regulatory requirements and international standards;
- (II) supervising the development and implementation of the Company's ESG vision, objectives, strategies and structure, including setting the Company's ESG management performance targets, reviewing the implementation progress of the targets, and making recommendations to the management and the Board on improving performance on the targets;
- (III) establishing and maintaining appropriate and effective risk management and internal control systems, so as to monitor and respond to major risks related to environment, society and governance;
- (IV) receiving and reviewing reports on ESG-related matters (including but not limited to the adequacy and effectiveness of ESG management structure and performance on key performance indicators), discussing the results with the management and reporting to the Board;
- (V) receiving reports on emerging ESG matters and, in conjunction with management, considering how these matters might impact the Company's ESG vision, objectives, strategies and structure;
- (VI) supervising the channels and modes of communication with the Company's stakeholders and ensuring relevant policies are in place to effectively promote the Company's relationship with its stakeholders and to protect the Company's reputation;
- (VII) reviewing the Company's ESG reports and other ESG-related disclosures, making recommendations to the Board in order to ensure the completeness of the ESG reports and other ESG-related disclosures as well as their compliance with the requirements of the Listing Rules; and
- (VIII) performing other ESG-related duties delegated by the Board.

CHAPTER 4 POWER

Article 10 The Committee has the right to seek adequate and sufficient resources and administrative support from senior management of the Company and has separate and independent access to senior management of the Company.

Article 11 Senior management shall duly provide the Committee with sufficient and appropriate information required for fulfilment of its duties. The Committee has the right to request any member of senior management of the Company to promptly respond to queries raised by any member of the Committee as comprehensive as possible.

Article 12 Members of the Committee may, upon reasonable request, seek independent professional advice for their decision-making in appropriate circumstances, at the Company's expense. In the event of seeking professional advice from an external consultant, such consultant shall be appointed by the chairperson of the Committee and its opinions shall be directly submitted to the chairperson of the Committee (independent of the senior management).

CHAPTER 5 RULES OF PROCEDURE

Article 13 The Committee shall convene regular meetings at least once a year before the regular meetings of the Board in principle. Notices shall be given to all members no less than 3 business days prior to the meeting, but the notice period may be waived with the written consent from more than half of the members of the Committee.

Article 14 Extraordinary meetings may be convened upon proposal by the chairperson or more than half of all members of the Committee. Notices of extraordinary meetings shall be given to all members no less than 3 business days prior to the meeting, but the notice period may be waived with the written consent from more than half of the members of the Committee.

Article 15 Materials and notice of the meetings of the Committee shall be issued simultaneously. Members shall fully read meeting materials prior to the meeting.

Article 16 In principle, the meetings of the Committee shall be convened by way of a physical meeting with the presence of more than half of all members. The meetings may also be convened by telecommunication means or circulation of written resolutions provided that all members are able to fully express their opinions. Telecommunication means refer to the use of telephone, videos and other means to participate in the meeting; circulation of written resolutions refers to the way of making decision on proposals through separate or circulated service and consideration. The quorum of the meetings of the Committee shall be two, one of whom must be an independent non-executive director.

Article 17 The chairperson of the Committee shall preside over meetings of the Committee. In the event that the chairperson of the Committee is unable to attend, another member (independent non-executive director) may be designated to preside over the meetings. If such designation is not made, more than half of the members being present shall select a member (independent non-executive director) to preside over the meetings.

Article 18 Members of the Committee shall attend the meetings in person. In the event that a member is unable to attend, he/she may authorize another member in writing to attend and vote on his/her behalf. The proxy who attends and votes at the meeting shall submit the power of attorney to the chairperson of the meeting before the meeting begins. The power of attorney shall set out the name of the principal, name of the proxy, matters delegated, voting instructions on matters proposed at the meeting (for or against), scope and validity period of authorization, and shall be signed or sealed by the principal. The proxy shall exercise the right within the scope of authorization. The principal who authorizes other members to attend the meeting on his/her behalf shall be solely liable to any decisions made by the proxy within his/her scope of authorization.

Article 19 Votes at the meetings of the Committee shall be conducted by a show of hands, by voice or by disclosed ballot, and every member shall have one vote. Resolutions made at the meetings shall not take effect unless they are passed by more than half of all members (including members unable to be present). Members of the Committee shall give express votes, either for or against, and may not abstain from voting.

Article 20 At the request of the Committee, it may invite non-members of the Committee such as directors, supervisors, relevant members of senior management and head of relevant departments to be in attendance at some or all of the meetings of the Committee. Prior approval from the chairperson of the Committee shall be obtained for the list of such persons in attendance at the meeting.

Article 21 Any member who is involved in any resolution considered at the meetings of the Committee, and his/her associates shall abstain from attending the meetings.

Article 22 Full records of the meetings of the Committee shall be kept. Minutes of the meetings of the Nomination and ESG Committee shall sufficiently record the matters considered and decisions reached by the Committee in detail, including any concerns raised by the members or dissenting views expressed. Members attending the meetings shall sign on the final version of the minutes of the meetings of the Committee.

Article 23 Members of the Committee and persons in attendance at the meetings are liable to keep all considered matters confidential and shall not disclose such relevant information without approval.

CHAPTER 6 REPORTING PROCEDURES

Article 24 The proposals of the Nomination and ESG Committee shall be considered and approved by the Board; among which, resolutions on the nomination of candidates for directors shall, after a review by the Board, be submitted to the general meeting for consideration and approval prior to implementation.

Article 25 All minutes of the meetings prepared by the Committee in accordance with the Article 21 of these terms of reference shall be kept by the secretary of the Committee and be available for inspection at any reasonable time on reasonable notice by any director.

Article 26 The Committee shall regularly report to the Board on matters set out in these terms of reference, including the work of the Committee, unless it is prohibited by laws or regulatory restrictions.

CHAPTER 7 ANNUAL GENERAL MEETING

Article 27 The chairperson of the Committee shall attend annual general meetings of the Company and be prepared to answer any shareholder's questions in relation to the duties of the Nomination and ESG Committee.

Article 28 If the chairperson of the Committee is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Committee to attend in his/her place. Such person shall be prepared to answer any shareholder's questions in relation to the work of the Committee at the annual general meeting.

CHAPTER 8 EFFECTIVE DATE AND AMENDMENTS

Article 29 These terms of reference shall take effect from the date of the initial public offering of the overseas listed foreign shares (H Shares) and listing on the Main Board of Hong Kong Stock Exchange subject to consideration and approval by the Board. Where it is necessary to amend these terms of reference in light of changes in actual situations, the amendments shall be proposed by the Committee and submitted to the Board for consideration and approval.

Article 30 Matters not covered by these terms of reference shall be handled in accordance with the requirements of relevant state laws and regulations, the Listing Rules and the Articles of Association; in case that there is any inconsistency between these terms of reference and any future relevant state laws and regulations, the Listing Rules or the Articles of Association amended by lawful procedures, the relevant state laws and regulations, the Listing Rules and the Articles of Association shall prevail and these terms of reference shall be amended accordingly subject to the approval of the Board.

Article 31 These terms of reference shall be interpreted by the Board.

Zhejiang Leapmotor Technology Co., Ltd.
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