GREAT WALL MOTOR COMPANY LIMITED

Terms of Reference for the Nomination Committee of the Board

The policies were considered and approved at the 40th meeting of the eighth session of the Board of Directors on 18 July 2025

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Chapter 1 General Provisions

Article 1 The Company has established the Nomination Committee of the Board (hereinafter referred to as the "Nomination Committee") and formulated these terms of reference in accordance with the Company Law of the People's Republic of China, Code of Corporate Governance for Listed Companies, Self-Regulatory Guidelines for Listed Companies of the Shanghai Stock Exchange No. 1 - Standardized Operations，the Articles of Association of Great Wall Motor Company Limited (hereinafter referred to as the "Articles of Association")，the requirements of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and other relevant rules to standardize the appointment of the directors and the senior management of Great Wall Motor Company Limited (hereinafter referred to as the "Company"), improve the composition of the Board and to improve its corporate governance.

Article 2 The Nomination Committee of the Board is a working organization specifically set up by the Board pursuant to a resolution of the Board and is mainly responsible for proposing candidates and making recommendations on the selection criteria and procedures for the directors and senior management of the Company.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise three directors, a majority of whom shall be Independent Non-executive Directors (Independent Directors).

Article 4 The members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the Independent Non-executive Directors or one-third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have a chairman (convener), who shall be an Independent Non-executive Director and shall be in charge of the work of the committee. The chairman of the committee shall be elected from the members and the election result shall be reported to the Board for approval.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. A member of the Nomination Committee may serve consecutive terms if reelected upon the expiration of his/her term. If any member resigns from the position of director of the Company during his/her term of office, he/she shall ipso facto and immediately cease to hold the position of committee member. The vacancy shall be filled by the committee in accordance with Articles 3 to 5 above.

Chapter 3 Duties and Powers

Article 7 The Nomination Committee of the Board of the Company is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters. Its main duties and powers are as follows:

(1) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the issuer's corporate strategy;

(2) selecting individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships;

(3) assessing the independence of independent non-executive directors;

(4) making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;

(5) appointing or dismissing senior management;

(6) formulate policies on the diversity of Board members;

(7) other matters stipulated by laws, administrative regulations, and provisions of the China Securities Regulatory Commission and the Articles of Association of the Company.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for non-adoption in the resolution of the Board and disclose the same.

Article 8 The Nomination Committee shall be accountable to the Board. The committee shall submit proposals to the Board for consideration and decisions. The controlling shareholders shall fully respect the proposals made by the nominating committee, and may not propose substitute candidates for directors or managers without sufficient reasons or reliable evidence.

Chapter 4 Procedures of Decision-making

Article 9 The Nomination Committee shall review the selection criteria, election procedures and terms of office of the directors and senior management of the Company according to the actual situation of the Company in compliance with the relevant laws and regulations and the provisions of the Articles of Association and pass the relevant resolutions, which shall be filed and submitted to the Board for approval and implementation.

Article 10 Procedures for selecting directors and senior management are as follows:

(1) The Nomination Committee shall actively communicate with the relevant departments of the Company, study the requirements of the Company for new directors and senior management and prepare written reports;

(2) The Nomination Committee may identify candidates for the office of directors and senior management among the staff of the Company and its holding (associate) enterprises and in the human resources market;

(3) The Nomination Committee shall collect and fully understand information about the nominee's occupation, academic qualifications, titles, detailed work history, part-time positions, and whether there is a major breach of trust and other records of bad behaviors, and prepare written reports;

(4) The Nomination Committee shall obtain consent from the nominees regarding the nomination, or they shall not be listed as candidates for the offices of directors or senior management;

(5) The Nomination Committee shall convene meetings of nomination committee to

review the qualifications of the nominees based on the appointment criteria of directors and senior management, and form clear review opinions. For item 2 of Article 7 of the terms of reference, the review opinions shall include recommendations to the Board; and in the case of Independent Non-executive Directors, the review opinions shall also include comments on their satisfaction with independence and other conditions for serving as Independent Non-executive Directors;

A nominee who is an Independent Non-executive Director shall make a public declaration that he meets the independence and other requirements for serving as an Independent Non-executive Director;

(6) The Nomination Committee shall put forward to the Board proposals and relevant materials on candidates for directors and new senior management from the preliminarily selected candidates who have been selected after the qualification examination as stipulated in item (5);

(7) The Nomination Committee shall carry out other follow-up work according to the decision and feedback of the Board.

Chapter 5 Rules of Proceedings

Article 11 The Nomination Committee shall convene meetings according to the actual demand of the Company and a notice shall be given to all members three days prior to the meetings. The chairman of the committee (or in his/her absence, a member who is an Independent Non-executive Director designated by the chairman) shall chair the meetings.

Article 12 The quorum of the meetings of nomination committee shall be more than two thirds of the members; Each member shall be entitled to one vote. A resolution shall be passed by more than half of its votes.

Article 13 The Nomination Committee shall vote by a show of hands or by a poll; Ad-hoc meetings may be convened in a form of communication voting.

Article 14 The Nomination Committee may invite directors and other senior management staff of the Company to attend the meetings when necessary.

Article 15 If necessary, the Nomination Committee may engage an external party to provide professional advice on its decision at the cost of the Company.

Article 16 The procedures for convening a meeting, the method of voting and the resolutions passed at the meetings of the Nomination Committee shall comply with the provisions of the relevant laws and regulations, the Articles of Association and these terms of reference.

Article 17 The Nomination Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings, which shall be kept by the Secretary to the Board of the Company.

Article 18 The resolutions passed and the results of voting at the meeting of the Nomination Committee shall be reported in writing to the Board of the Company.

Article 19 Members present at the meeting shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 20 These terms of reference shall be effective on the date when the relevant resolution is passed by the Board.

Article 21 Any matters not covered by these terms of reference shall be implemented in accordance with the provisions of the relevant laws and regulations of China, the requirements of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association of the Company; If these terms of reference contravene any future laws and regulations promulgated by the government or the Articles of Association of the Company as amended under legal procedures, the provisions of the relevant laws and regulations of China, the requirements of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association of the Company shall prevail; and the Nomination Committee shall submit proposal of amendments to these terms of reference and the amended terms of reference to the Board for consideration and adoption.

Article 22 The interpretation of these terms of reference shall be vested in the Board of the Company.

Great Wall Motor Company Limited
18 July 2025