CHERY AUTOMOBILE CO., LTD.

TERMS OF REFERENCE OF THE STRATEGY AND SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER I GENERAL PROVISIONS

Article 1 In order to accommodate the development needs of Chery Automobile Co., Ltd. (the "**Company**"), enhance the Company's management level in environmental, social and corporate governance aspects, enhance the Company's core competitiveness, ensure the Company's development plan, improve investment decision-making procedures, enhance the scientific nature of decision-making, and improve the efficiency and quality of major investment decisions, the Company hereby has established the Strategy and Sustainability Committee of the Board of Directors pursuant to the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the Articles of Association of Chery Automobile Co., Ltd. (the "**Articles of Association**") and formulated the Terms of Reference of the Strategy and Sustainability Committee of the Board of Directors (the "**Terms of Reference**") taking into account the actual conditions of the Company.

CHAPTER II COMPOSITION

Article 2 The Strategy and Sustainability Committee shall consist of seven directors, two of whom are independent directors.

Article 3 The Strategy and Sustainability Committee shall have a chairman, who shall be the chairman of the Board of Directors and responsible for presiding over the work of the committee.

Article 4 The chairman and members of the Strategy and Sustainability Committee shall be nominated by the chairman of the Board of Directors or the Nomination Committee, and shall be elected by a majority of the directors of the Board of Directors. After the proposal for electing members of the committee has been approved, the new members of the committee shall take office immediately after the conclusion of the meeting of the Board of Directors.

Article 5 The term of office of the Strategy and Sustainability Committee shall be the same as that of the Board of Directors. A member shall be eligible for re-election upon the expiration of his/her term of office. If a member ceases to be a director of the Company during the term of office, or a member who shall be an independent non-executive director ceases to be independent as required under the provisions of the Articles of Association and the Hong Kong Listing Rules, he/she shall be automatically disqualified as a member. A member of the Strategy and Sustainability Committee may submit a resignation report in writing to the Board of Directors prior to the expiration of his/her term of office to resign as a member of the committee from his/her existing position. The resignation report shall contain necessary explanations on the reasons for resignation and the matters that need to be brought to the attention of the Board of Directors of the Company. Following a member of the Strategy and Sustainability Committee is disqualified or obtains approval for him/her to resign, the Board of Directors shall fill the vacancy in accordance with applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the provisions of Articles 2 to 4 of the Terms of Reference mentioned above. The term of office of any member who fills the vacancy shall last until the end of the term of office of such member as a director or independent non-executive director. A member shall not be removed from his/her duty without cause prior to the expiration of his/her term of office, unless he/she is prohibited from holding office under the provisions of the Company Law, the Articles of Association or the Hong Kong Listing Rules.

CHAPTER III DUTIES AND AUTHORITIES

Article 6 The primary duties and authorities of the Strategy and Sustainability Committee:

(i) to deliberate the strategic plan for the Company's overall development and special projects' development, including corporate development strategies and material issues of key concern to stakeholders, as well as environmental, social and corporate governance-related risks and opportunities, and to provide recommendations thereon to the Board of Directors;

(ii) to evaluate the overall development status of all business segments of the Company and propose adjustments to the strategic development plans to the Board of Directors in a timely manner;

(iii) to deliberate the Company's business plans, investment and financing plans, and provide recommendations thereon to the Board of Directors;

(iv) to review the annual financial budget and final accounts proposals, and provide recommendations thereon to the Board of Directors;

(v) to monitor and inspect the implementation of the business plans and investment plans of the Company;

(vi) to assess the corporate governance status of the Company and provide recommendations thereon to the Board of Directors;

(vii) other matters as required by laws, regulations, rules, normative documents, the Articles of Association and as authorized by the Board of Directors to the Strategy and Sustainability Committee.

CHAPTER IV RULES OF PROCEDURE

Article 7 Meetings of the Strategy and Sustainability Committee are classified as regular meetings and extraordinary meetings. Regular meeting of the Strategy and Sustainability shall be held at least once a year. An extraordinary meeting may be convened by the chairman of the Strategy and Sustainability Committee or upon the proposal submitted by more than half of the members of the committee.

Article 8 A meeting of the Strategy and Sustainability Committee shall be presided over by the chairman of the committee, and if the chairman of the committee is unable to attend, he/she may entrust another member (who shall be an independent non-executive director) to preside over the meeting.

Article 9 The meetings of the Strategy and Sustainability Committee shall be convened by the chairman of the Strategy and Sustainability Committee. Notices of meetings, signed by the chairman of the Strategy and Sustainability Committee, and materials for meetings shall be delivered to all members of the Strategy and Sustainability Committee three days prior to the meeting. Upon unanimous consent of all members of the Strategy and Sustainability Committee, the requirement for such prior notice period may be exempted.

Article 10 The quorum of a meeting of the Strategy and Sustainability Committee shall be more than half of the members. A member shall attend the meeting in person, and if he/she is unable to attend the meeting, he/she may by a written power of attorney appoint another member to attend and vote at the meeting on his/her behalf.

Article 11 Meetings of the Strategy and Sustainability Committee may be held by on-site meetings, tele conferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 12 Meetings of the Strategy and Sustainability Committee may adopt voting by show of hands or ballot voting. Each committee member may cast one vote. Resolutions adopted at meetings must be approved by a majority of all members of the committee. The opinions of dissenting members shall be recorded and archived.

Article 13 Directors, senior management and external advisors of the Company may be invited to attend the meetings of the Strategy and Sustainability Committee as non-voting participants where necessary. Attendees in such capacity may provide explanations or clarifications on matters discussed during the meetings, but shall not have voting rights.

Article 14 The external advisors engaged by the Strategy and Sustainability Committee shall be primarily responsible for providing advisory opinions and professional recommendations on specialized issues related to matters discussed during meetings.

Article 15 Minutes of meeting of the Strategy and Sustainability Committee shall be prepared, on which members present at the meeting shall sign; members present at a meeting shall have the right to request that their statements made during the meeting be recorded in the minutes of meeting with explanatory notes; minutes of meeting shall be kept by the secretary to the Board of Directors of the Company. The resolutions passed at a committee meeting and the results of voting shall be reported to the Board of Directors in writing. Such minutes of meeting shall be opened for inspection at any reasonable time on reasonable notice by any member. Draft and final versions of minutes of meeting of the Strategy and Sustainability Committee shall be circulated to all members of the Strategy and Sustainability Committee for their comment and record purpose respectively, in both cases within a reasonable timeframe after each meeting.

Article 16 Members present at meetings of the Strategy and Sustainability Committee and persons attending such meetings as non-voting participants shall perform a duty of confidentiality regarding matters discussed at such meetings. No unauthorized disclosure of such information shall be allowed, unless otherwise stipulated under applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and/or regulatory bodies.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 17 In the Terms of Reference, the term "above" shall include the given figure, while the term "over" shall not include the given figure.

Article 18 The Terms of Reference shall be deliberated and approved by the Board of Directors, and shall come into force and be implemented from the day on which H Shares of the Company in the public offering are listed and traded on The Stock Exchange of Hong Kong Limited.

Article 19 The Terms of Reference shall be interpreted and amended by the Board of Directors of the Company.

Article 20 Any matters not covered herein shall be implemented in accordance with the provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association. Where the Terms of Reference conflict with any provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association, such applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association shall prevail, and the Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board of Directors for consideration and approval.

Chery Automobile Co., Ltd.
February 2025