

GUANGZHOU AUTOMOBILE GROUP CO., LTD.
Implementation Rules for Remuneration and Assessment Committee of the Board
(revised in December 2025)

Chapter 1 General Provisions

Article 1 In order to further establish and improve the assessment and remuneration management system for directors and senior management of Guangzhou Automobile Group Co., Ltd. (the “Company”), and to improve the corporate governance structure of the Company, the Company established the remuneration and assessment committee of the board (the “Remuneration and Assessment Committee”) and formulated the implementation rules for the Remuneration and Assessment Committee (the “Implementation Rules”) in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance of Listed Companies in China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Articles of Association of Guangzhou Automobile Group Co., Ltd. (the “Articles of Association”) and other relevant provisions.

Article 2 The Remuneration and Assessment Committee is a special working committee established by the board of the Company to be primarily responsible for formulating standards for assessing directors and senior management of the Company and conducting assessments. It is also responsible for formulating and reviewing the policies for and proposals on the remuneration of directors and senior management of the Company, and shall be accountable to the board.

Article 3 Directors mentioned in the Implementation Rules refer to the chairman, deputy chairman and directors who receive remuneration from the Company. Senior management refers to the general manager and the deputy general manager, chief accountant (financial controller) and the secretary to the board appointed by the board.

Chapter 2 Composition

Article 4 The Remuneration and Assessment Committee shall comprise three directors, over half of which shall be independent directors (note: an independent director refers to the independent non-executive director in the Hong Kong Listing Rules, hereinafter the same).

Article 5 Members of the Remuneration and Assessment Committee shall be nominated by the chairman, over half of the independent directors or one-third of all directors and shall be elected by the board.

Article 6 The Remuneration and Assessment Committee shall have one chief member (convener), who shall be an independent director and shall preside over the work of the Remuneration and Assessment Committee. The chief member shall be elected from amongst the independent directors by all members of the Remuneration and Assessment Committee and submitted to the board for approval.

Article 7 The term of office of the members of the Remuneration and Assessment Committee shall be in congruence with the term of the board and the members may be re-elected upon the expiry of the current term of office. If during the term, any member of the Remuneration and Assessment Committee no longer maintains the position as a director of the Company, he/she shall automatically lose the qualification as a member and the replacement shall be appointed by the Remuneration and Assessment Committee in accordance with Articles 4 to 6 above.

Article 8 The Remuneration and Assessment Committee shall convene meetings with the coordination and organization by the board office, relevant functional divisions shall generally be responsible for providing information.

Chapter 3 Terms of Reference

Article 9 The major terms of reference of the Remuneration and Assessment Committee are:

- (1) to formulate the remuneration plan or proposal with reference to the main scope, responsibilities, importance of the position of director and senior management as well as remuneration level for relevant positions of other relevant enterprises. The remuneration plan or proposal mainly includes but is not limited to performance appraisal criteria, procedures and key appraisal system, and major plans and systems of incentive and penalty etc;
- (2) to review the performance of the duties of the directors and senior management of the Company and to conduct annual performance appraisal thereon;
- (3) to supervise the implementation of the Company's remuneration system;
- (4) to make recommendations to the board on the overall remuneration policy and structure of the directors and senior management of the Company, and the establishment of a formal and transparent procedure for formulating such remuneration policy;
- (5) to be delegated with the following responsibilities by the board, namely, to determine the remuneration packages of directors and senior management, which shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and to make recommendations to the board on the remuneration of directors. The Remuneration and Assessment Committee shall consider the remunerations paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- (6) to review and approve compensation payable to executive directors and senior management due to the loss of office or termination of office or appointment to ensure that such compensation is consistent with the contractual terms, and if not consistent, the compensation shall also be fair and reasonable and not excessive;
- (7) to review and approve compensation arrangements relating to dismissal or removal of directors for their misconduct to ensure that they are consistent with relevant contractual terms, and if not consistent, the compensation shall also be reasonable and appropriate;
- (8) to ensure that any director or his/her associate(s) (as defined under Chapter 14A of the Hong Kong Listing Rules) shall not participate in determining his/her own remuneration;
- (9) to formulate or amend the equity incentive scheme, employee stock ownership plan, interests granted to the participants and fulfillment of conditions for exercising the interests;
- (10) to make recommendations to the board concerning the arrangement of stock ownership plans by directors and senior management in the subsidiaries to which the spin-off is to be made;
- (11) other matters stipulated by laws, administrative regulations, the regulations of the stock exchange where the shares of the Company are listed and the Articles of Association.

Article 10 The board shall be entitled to veto any remuneration plans or proposals that would harm the interests of shareholders.

Article 11 The remuneration plan for directors suggested by the Remuneration and Assessment Committee shall only be implemented after being submitted to the general meeting for consideration and approval upon the approval of the board. The remuneration distribution plan for senior management of the Company shall be submitted to the board for approval.

Chapter 4 Decision-making Procedure

Article 12 The working group under the Remuneration and Assessment Committee shall be responsible for facilitating the preliminary preparation for the decision-making of the Remuneration and Assessment Committee and providing the relevant information of the Company:

- (1) information on the key financial indicators and operation objectives;
- (2) scope of work and main duties of senior management of the Company;
- (3) provision of the completion status of performance targets set out under the job performance appraisal system of the directors and senior management;
- (4) provision of business performance status of business innovation capabilities and profit generation of directors and senior management;

- (5) provision of the relevant calculation basis for indicating remuneration distribution plans and distribution method proposed in accordance with the performance of the Company.

Article 13 The appraisal procedures for the directors and senior management by the Remuneration and Assessment Committee are as follows:

- (1) directors and senior management of the Company shall submit work reports and self-evaluations to the Remuneration and Assessment Committee of the board;
- (2) the Remuneration and Assessment Committee shall conduct performance evaluation of the directors and senior management in accordance with performance evaluation criteria and procedures;
- (3) the remuneration amount and reward method for directors and senior management shall be proposed based on the results of the performance evaluation of the relevant positions and the remuneration distribution policy, and reported to the board of the Company for review and approval after being approved by voting.

Chapter 5 Rules of Procedure

Article 14 In principle, meetings of the Remuneration and Assessment Committee shall be held in person. Where necessary and under the premise that all participating members can fully communicate and express their opinions, meetings may be held via video, telephone, or other means in accordance with relevant procedures. Notice of the meeting and the relevant materials and information shall be delivered to all members 3 days prior to the meeting. The meeting shall be presided over by the chief member. In case the chief member is unable to attend the meeting, he/she shall authorize another member, who shall be an independent director, to preside over the meeting.

For urgent matters, the aforesaid notice period for convening a meeting may be waived, but the convener shall give an explanation at the meeting.

Article 15 The meeting of the Remuneration and Assessment Committee shall not be held unless over half of the members attend the meeting. Each member shall have one vote and the resolutions passed in the meeting shall be approved by over half of all members.

Article 16 The voting method of the meeting of the Remuneration and Assessment Committee shall be voting by show of hands or by poll. When the means of communication are adopted, members or other attendees may participate in the meeting and vote by means of communication such as telephone or video conferencing.

Article 17 The directors and senior management may be invited to attend meetings by the Remuneration and Assessment Committee when necessary.

Article 18 The Remuneration and Assessment Committee shall consult the chairman and/or general manager about their remuneration proposals for other executive directors and request the Company to provide the required information. The Remuneration and Assessment Committee shall be provided with adequate resources in discharging its duties. If necessary, the Remuneration and Assessment Committee may appoint independent agency institutions to provide professional advice for its decision-making at the cost of the Company.

Article 19 When the Remuneration and Assessment Committee evaluates a director or discusses his/her remuneration, such director shall recuse himself/herself.

Article 20 The convening procedure, voting method of the meetings of the Remuneration and Assessment Committee and the remuneration policies and distribution plans passed at such meetings shall comply with the relevant laws, regulations, the Articles of Association and the Implementation Rules.

Article 21 The meeting of the Remuneration and Assessment Committee shall be recorded in the minutes. Members of the Remuneration and Assessment Committee attending the meeting shall sign their names on the minutes of meeting. The minutes of the meeting shall be kept by the secretary to the board of the Company. If reasonable notice is given by any director, the minutes of the meeting should be available for such director's inspection at any reasonable time.

Article 22 The minutes of the meeting shall include in detail the matters considered and decisions made at the meeting, which shall include any concerns raised by the directors or objections expressed. Draft and final versions of minutes of the meeting shall be sent to all members of the Remuneration and Assessment Committee respectively within a reasonable time. The draft version is prepared for members to express their opinion and the final version is for record purpose.

Article 23 Resolutions passed at the meeting of the Remuneration and Assessment Committee and the voting results shall be reported to the board of the Company in written form for review and approval, unless such report made by the Remuneration and Assessment Committee is subject to legal or regulatory restrictions (such as restrictions on the disclosure by regulatory requirements).

Article 24 All members of the Remuneration and Assessment Committee attending the meeting and others present shall have the obligation of keeping the matters discussed confidential and shall not disclose the relevant information without permission.

Chapter 6 Supplementary Provisions

Article 25 The Implementation Rules shall come into effect and be implemented from the date of issuance upon approval by the board of the Company, and the original "GUANGZHOU AUTOMOBILE GROUP CO., LTD. Implementation Rules for Remuneration and Assessment Committee of the Board (revised)" that took effect on 30 March 2012 shall be repealed simultaneously.

Article 26 The matters which are not covered by the Implementation Rules shall be executed in accordance with the relevant laws and regulations of the State, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association. In the event that the Implementation Rules are not in congruence with the laws and regulations subsequently promulgated by the State, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association amended through valid procedure, the relevant laws and regulations of the State, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association shall prevail and the Implementation Rules shall be amended in accordance with the relevant procedures.

Article 27 The right to interpret the Implementation Rules shall reside with the board of the Company.