

GUANGZHOU AUTOMOBILE GROUP CO., LTD.
Implementation Rules for Nomination Committee of the Board
(amended in December 2025)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the criteria and procedures for the appointment of directors and senior management of Guangzhou Automobile Group Co., Ltd (the “Company”), optimize the composition of the board of directors of the Company (the “Board”) and improve the corporate governance structure, the Company established the nomination committee of the Board (the “Nomination Committee”) and formulated these implementation rules in accordance with the Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies in China, Administrative Measures for Independent Directors of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the articles of association of the Company (the “Articles of Association”) and other relevant provisions.

Article 2 The Nomination Committee is a special working committee established by the Board, mainly responsible for formulating the criteria and procedures for selecting the directors and senior management of the Company, conducting selection and review of candidates for the directors and senior management and their qualifications, and making recommendations to the Board.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise three directors, at least two of which shall be independent directors (note: independent director refers to an independent non-executive director under the Hong Kong Listing Rules, hereinafter the same), and shall include at least one director of a different gender.

Article 4 Members of the Nomination 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 5 The Nomination Committee shall have one chief member (convener), who shall be an independent director and preside over the work of the Nomination Committee. The chief member shall be elected from amongst the independent directors and submitted to the Board for approval.

Article 6 The term of office of the Nomination 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. During the term of office, if any member ceases to serve as a director, he/she shall automatically lose his/her membership and the number of members shall be filled up by the Nomination Committee in accordance with Articles 3 to 5 above.

Article 7 The Nomination Committee shall convene meetings with the coordination and organization by the office of the Board, and relevant functional divisions shall be specifically responsible and provide information.

CHAPTER 3 TERMS OF REFERENCE

Article 8 The principal terms of reference of the Nomination Committee are:

- (1) to review the size, composition and diversity (including without limitation, skills, knowledge, experience and background) of the Board, with reference to the operations, scale of assets and equity structure of the Company, at least annually, assist the Board in maintaining a board skills matrix, and make recommendations to the Board on any proposed changes concerning the directors in line with the Company's corporate strategy;
- (2) to formulate the criteria and procedures for selecting directors and senior management;
- (3) to search extensively for qualified candidates for directors and senior management;
- (4) to select and review the candidates for directors and senior management;
- (5) to make recommendations on the nomination, appointment and removal of directors and the appointment or dismissal of senior management;
- (6) to assess the independence of independent directors, conduct an annual assessment of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively and disclose the assessment process and results in the Corporate Governance Report, and review and monitor the training and continuous professional development of directors and senior management;
- (7) to give due regard to the benefits of diversity on the Board against objective criteria in reference to the Board Diversity Policy (Annex) when performing the duties set out in paragraphs (1) to (5);
- (8) to review the Board Diversity Policy as appropriate, to review the measurable objectives under the Board Diversity Policy and the progress of attainment, and disclose its review results in the annual report each year to ensure effective implementation;
- (9) other matters conferred by the Board.

Article 9 The Nomination Committee shall be responsible to the Board and the Nomination Committee shall submit the proposals to the Board for consideration and approval. Without adequate reasons or reliable proof, controlling shareholders shall fully respect the suggestions given by the Nomination Committee. Otherwise, alternative candidates for directors or senior management cannot be proposed.

CHAPTER 4 DECISION-MAKING PROCEDURE

Article 10 In accordance with relevant laws and regulations as well as the provisions of the Articles of Association, the Nomination Committee shall study the selection criteria, procedures and terms of office of the directors and the senior management with reference to the actual situation of the Company. Any resolution made in these regards shall be filed and submitted to the Board for approval and shall be implemented accordingly.

Article 11 The selection procedures of the directors and the senior management:

- (1) the Nomination Committee shall actively communicate with the relevant departments of the Company to study the demand of the Company for new directors and senior management and present the results in writing;
- (2) the Nomination Committee may search extensively for candidates for directors and senior management within the Company and its controlling (shareholding) companies as well as in the human resources market;
- (3) to obtain information of the occupation, education background, job title, detailed information in relation to working experience and all the concurrent positions of the preliminary proposed candidates and other related information and present the results in writing;
- (4) to seek the nominees' approval on the nomination, otherwise he/she shall not be nominated as the candidates for directors and senior management;
- (5) to convene meetings of the Nomination Committee and check the qualifications of the preliminary proposed candidates in accordance with the appointment conditions of the directors and the senior management;
- (6) to make recommendations and provide materials about the candidates for directors and senior management to the Board one to two months prior to the election of new directors and the appointment of new senior management;
- (7) to conduct other follow-up work in accordance with the decisions and feedback of the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 12 The Nomination Committee shall convene at least one meeting annually, the meeting notice, relevant materials and information shall be given to all members three days prior to the meeting. The meeting shall be presided over by the chief member. In case that the chief member is unable to attend the meeting, he/she shall authorize another member, being an independent director, to preside over the meeting.

For urgent matters, the aforesaid restriction on the notice period for convening a meeting may be relaxed, but the convener shall make explanations at the meeting.

Article 13 The meeting of the Nomination Committee shall not be held unless over half of the members are in attendance. Each member shall have one vote and the resolutions passed at the meeting must be approved by over half of all members.

Article 14 In principle, the meetings of the Nomination Committee shall be held on-site. As long as all members present at the meeting can fully communicate and express their opinions, the meeting may be held by way of video conferencing, telephone or by other means in accordance with the procedures when necessary.

Article 15 The voting method of the meeting of the Nomination Committee shall be by show of hands or by poll. Members or others present at the meeting may participate in the meeting and vote by means of communication methods such as telephone or video conferencing.

Article 16 The directors and other senior management may be invited by the Nomination Committee to attend its meetings as non-voting delegates when necessary.

Article 17 The Company shall provide adequate resources to the Nomination Committee for discharging its duties. If necessary, the Nomination Committee may request the Company to provide the required information or appoint independent intermediaries to provide professional advice on its decision-making at the expense of the Company.

Article 18 The convening procedure and voting method of the meetings of the Nomination Committee and the resolutions passed at such meetings shall comply with the relevant laws, regulations, the Articles of Association and these implementation rules.

Article 19 The meeting of the Nomination Committee shall be recorded in the minutes. Members of the Nomination Committee attending the meeting shall sign their names on the minutes of the meeting. The minutes of the meeting shall be kept by the secretary to the Board. Should there be any reasonable notice issued by any director, the minutes of the meeting should be available for such director's inspection at any reasonable time.

Article 20 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 directors or objections expressed. The draft and final version of the minutes of the meeting shall be sent to all members of the Nomination Committee respectively within a reasonable period. The draft version is prepared for members to express their opinion and the final version is for record-keeping purpose.

Article 21 Resolutions passed by and voting results of the meeting of the Nomination Committee shall be reported to the Board in written form, unless such report made by the Nomination Committee is subject to legal or regulatory restrictions (such as restrictions on disclosure by regulatory requirements).

Article 22 All members of the Nomination Committee present and those attending the meeting shall have the obligation to keep the matters discussed confidential and shall not disclose the relevant information without permission.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 23 These implementation rules shall be effective from the date of the relevant resolution passed by the Board.

Article 24 The matters which are not covered by these implementation rules shall be executed in accordance with the relevant laws and regulations of the State and the provisions of the Articles of Association. In the event that these implementation rules are not in congruence with the laws and regulations subsequently promulgated by the State or the Articles of Association amended through valid procedure, the relevant laws and regulations of the State and the provisions of the Articles of Association shall prevail, and shall be reported to the Board for amendments in a timely manner.

Article 25 The right to interpret these implementation rules shall reside with the Board.

Encl. Guangzhou Automobile Group Co., Ltd. Board Diversity Policy

Annex:

**GUANGZHOU AUTOMOBILE GROUP CO., LTD.
Board Diversity Policy**

1. VISION AND OBJECTIVES

This policy aims to set out the approach adopted by the Board of the Company to achieve diversity amongst its members. The Company holds the belief that board diversity will be immensely beneficial for the enhancement of the Company's performance.

2. POLICY STATEMENT

When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, gender, age, educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered based on objective criteria, having due regard for the benefits of diversity on the Board.

3. MEASURABLE OBJECTIVES

Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, educational background, ethnicity, professional experience, skills, knowledge and length of service.

4. MONITORING AND REPORTING

The Nomination Committee of the Company will disclose the composition of the Board annually in the annual report and monitor the implementation of this policy.

5. REVIEW OF THIS POLICY

The Nomination Committee will review this policy as appropriate to ensure the effectiveness of this policy, and will propose amendments to the Board for its consideration and approval.