

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

Chapter 1 General Provisions

Article 1 In order to accommodate to the strategic development needs of Guangzhou Automobile Group Co., Ltd. (the “Company”), strengthen its core competitiveness, determine its corporate development plans, improve its investment decision-making procedures, strengthen scientific decision-making, enhance the efficiency and quality of its decision-making on major investment, and improve the corporate governance structure, the Company established the strategy committee of the board (the “Strategy Committee”) and formulated the implementation rules for the Strategy Committee (the “Implementation Rules”) in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies in China, the Articles of Association of Guangzhou Automobile Group Co., Ltd. (the “Articles of Association”) and other relevant provisions.

Article 2 The Strategy Committee is a special working committee under the board of the Company, which shall be mainly responsible for researching and making recommendations on the Company’s long-term development strategy and decision-making on major investment.

Chapter 2 Composition

Article 3 The Strategy Committee shall consist of six directors, including at least one independent director (note: an independent director refers to the independent non-executive director in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, hereinafter the same).

Article 4 Members of the Strategy Committee shall be nominated by the chairman, more than one half of the independent directors or more than one-third of all directors and shall be elected by the board.

Article 5 The Strategy Committee shall have one chief member (convener), who shall be elected by the members of the Strategy Committee who shall be the chairman of the Company if the same is elected as a committee member.

Article 6 The term of office of the members of the Strategy 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 Strategy Committee no longer maintains the position as a director, he/she shall automatically lose the qualification as a member and the replacement shall be appointed by the Strategy Committee in accordance with Articles 3 to 5 above.

Article 7 The Strategy 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 8 The major terms of reference of the Strategy Committee are:

1. to research and make recommendations on the Company's long-term strategic development plans;
2. to research and make recommendations on major investment and financing plans that are required to be approved by the board as stipulated in the Articles of Association;
3. to research and make recommendations on major capital operation and asset management projects that are required to be approved by the board as stipulated in the Articles of Association;
4. to research and make recommendations on other major matters affecting the development of the Company;
5. to review the implementation of the above matters;
6. other matters conferred by the board.

Article 9 The Strategy Committee shall be accountable to the board and its proposals shall be submitted to the board for consideration and approval.

Chapter 4 Decision-making Procedure

Article 10 The relevant functional divisions shall be responsible for providing materials to the Strategy Committee for decision-making. The heads of the relevant departments of the Company or the controlling (shareholding) enterprises shall report their intentions of major investment and financing, capital operation, asset management projects, the preliminary feasibility reports and the basic information of the partners, etc.

Article 11 The Strategy Committee shall convene meetings to discuss and submit the discussion results to the board.

Chapter 5 Rules of Procedure

Article 12 The Strategy Committee shall convene at least one meeting annually on-site or by way of communication (including but not limited to telephone, video, email or fax, etc.). Notice of the meeting shall be given 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 13 The meeting of the Strategy Committee shall not be held unless over two-thirds 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 14 The voting method of the meeting of the Strategy Committee shall be voting by show of hands or by poll. Members or other attendees may participate in the meeting and vote by means of communication such as telephone or video conferencing.

Article 15 The heads of the relevant functional divisions may attend the meetings. The directors and other senior management of the Company may be invited to attend meetings when necessary.

Article 16 The Strategy Committee shall be provided with adequate resources in discharging its duties. If necessary, the Strategy Committee may request the Company to provide the required information or appoint agency institutions to provide professional advice for its decision-making at the cost of the Company.

Article 17 The convening procedure, voting method of the meetings of the Strategy Committee and the resolutions passed at such meetings shall comply with the relevant laws, regulations, the Articles of Association and the Implementation Rules.

Article 18 The meeting of the Strategy Committee shall be recorded in the minutes. Members of the Strategy 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 shall be available for such director's inspection at any reasonable time.

Article 19 The minutes of the meeting shall include in detail the matters concerned and decisions made by directors at the meeting, which shall include any concerns raised by directors or objections expressed. The draft and final versions of the minutes of the meeting shall be sent to all members of the Strategy 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 20 Resolutions passed at the meeting of the Strategy Committee and the voting results shall be reported to the board in written form, unless such report made by the Strategy Committee is subject to legal or regulatory restrictions (such as restrictions on the disclosure by regulatory requirements).

Article 21 All members of the Strategy 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 22 The Implementation Rules shall come into effect and be implemented from the date of issuance upon approval by the board, and the original “GUANGZHOU AUTOMOBILE GROUP CO., LTD. Implementation Rules for Strategy Committee (revised)” that took effect on 30 March 2012 shall be repealed simultaneously.

Article 23 The matters which are not covered by the Implementation Rules shall be executed in accordance with the relevant laws and regulations of the State 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 or the Articles of Association amended through valid procedure, the relevant laws and regulations of the State and the Articles of Association shall prevail.

Article 24 The right to interpret the Implementation Rules shall reside with the board.