



吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 175)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE
("THE COMMITTEE")**

Composition of the Committee

Please refer to the "List of Directors and their Role and Function" as in force from time to time and published on the websites of both the Company and The Stock Exchange of Hong Kong Limited for identification of the Committee member.

Constitution of the Committee

The Committee shall comprise a majority of independent non-executive directors.

The Chairman of the Committee ("the Committee Chairman") shall be appointed by the board of directors of the Company ("the Board") and should either be the Chairman of the Board or an independent non-executive director.

The Board may from time to time appoint additional members to the Committee from among the non-executive directors, subject to the condition that the independent non-executive directors constitute the majority of the Committee.

Meetings and Quorum

The Committee shall meet with such frequency as it may consider appropriate, but in any event at least once a year.

The quorum for meetings shall be two Committee members, one of whom should be the Committee Chairman, unless he is unable to attend due to exceptional circumstances.

Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

Role and Authority of the Committee

The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.

Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

Functions of the Committee

1. To review 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 implement the Company's corporate strategy;
2. To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, especially to ensure that the independent non-executive directors comprise at least one-third of the Board;
3. To assess the independence of independent non-executive directors;
4. To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive;
5. To review the Board Diversity Policy as and when appropriate, and propose any recommended revisions as and when necessary to the Board for consideration and approval so as to ensure the effectiveness of the policy; and
6. To report back to the Board on the matters in relation to these terms of reference (e.g. their decisions or recommendations), unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements), as the Committee deems proper and necessary.