



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)

DIRECTOR NOMINATION POLICY OF GEELY AUTOMOBILE HOLDINGS LIMITED *(the “Company”)*

(approved and adopted by the board of directors of the Company (the “Board”) on 21 December 2018)

The Board’s Nomination Committee (the “**Nomination Committee**”) identifies and evaluates director candidates.

Nomination Criteria

In identifying and recommending nominees for positions on the Board, the Nomination Committee places primary emphasis on (i) judgment, character, expertise, skills and knowledge useful to the oversight of the Company’s business; (ii) diversity of viewpoints, backgrounds, experiences and other demographics (with reference to the Board Diversity Policy of the Company); (iii) business or other relevant experience; and (iv) the extent to which the interplay of the nominee’s expertise, skills, knowledge and experience with that of other members of the Board will build a board that is active, collegial and responsive to the needs of the Company.

Procedures and process for Nomination of Director by the Nomination Committee

Upon identifying a director candidate, the Nomination Committee initially determines the need for additional or replacement Board members and evaluates the director candidate under the criteria described above based on the information the Nomination Committee receives with the recommendation or otherwise possesses, which may be supplemented by certain inquiries. If the Nomination Committee determines, in consultation with other Board members, including the Chairman, that a more comprehensive evaluation is warranted, the Nomination Committee may then obtain additional information about the director candidate’s background and experience, including by means of interviews. The Nomination Committee will then evaluate the director candidate further, again using the evaluation criteria described above. The Nomination Committee receives input on such director candidates from other directors, including the Chairman, and recommends director candidates to the full Board for nomination.

The Nomination Committee may engage a third party to assist in the search for director candidates or to assist in gathering information regarding a director candidate's background and experience. If the Committee engages a third party, the Nomination Committee approves the fee that the Company pays for such services.

Procedures and process for Nomination of Director by Shareholder

The Nomination Committee also accepts shareholder recommendations of director candidates and evaluates such candidates in the same manner as other candidates as described above.

In accordance with article 128 of the articles of association of the Company, shareholders who wish to recommend a candidate for election to the office of director at any general meeting must submit in writing to the company secretary of the Company not less than 7 and not more than 28 clear days before the day appointed for the meeting, of his intention to propose such person for election. The recommendation must demonstrate that it is being submitted by a current shareholder of the Company and must include information about the candidate, including name, age, business address, principal occupation, principal qualifications and other relevant biographical information. Shareholders must also provide confirmation of the candidate's consent to serve as a director.

Shareholders who wish to propose a person for election as a director of the Company shall follow the procedures set out below:

- 1) Shareholders who wish to propose a person for election as a director of the Company must file a notice in writing (the "**Notice**") to the Company within the period set out in paragraph 2) below;
- 2) The Notice may be submitted to the principal place of business of the Company in Hong Kong (i.e. Room 2301, 23/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong) for the attention of the Company Secretary during the period which is 1 clear day after the despatch of the notice by the Company of the general meeting appointed for such election (but not more than 28 clear days before the date of such meeting) and no less than 7 clear days prior to the date appointed for such meeting;
- 3) The Notice must be signed by a current shareholder of the Company (other than the person to be proposed) and must include information about the candidate, including name, age, business address, principal occupation, principal qualifications and other relevant biographical information;
- 4) The Notice must state clearly the name and contacts of such shareholder proposing a person to be elected as a director of the Company, his/her shareholding, the name and contacts of the person that he/she is proposing to be elected, and the biographical details of such person, including his/her relevant qualifications and experiences;
- 5) The Notice must also be accompanied by a letter of consent signed by the person proposed to be elected on his/her willingness to be elected as a director of the Company; and

- 6) The Company shall publish an announcement in the manner required by the Listing Rules or issue a supplementary circular upon receipt of the Notice from such shareholder to propose such person for election as a director of the Company at the general meeting where such Notice is received by the Company after publication of the notice of meeting. The Company shall include particulars of the proposed director of the Company in the announcement or supplementary circular.