



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 SUSTAINABILITY 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 not less than three members, at least one of whom is an independent non-executive director.

The Chairman of the Committee ("the Committee Chairman") shall be appointed by the board of directors of the Company (the "Board").

The Committee may invite any director(s), executive(s), external consultant(s) or other person(s) to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective(s).

Meetings and Quorum

The Committee shall meet with such frequency and at such times as it may determine, but in any event not less than one time a year. The Committee Chairman may convene additional meetings at his discretion.

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 is responsible for assisting the Board in overseeing the Company and its subsidiaries' (the "Group") development in Environmental, Social and Governance ("ESG") and providing guidance in the implementation of related measures, in order to promote the Group's sustainability.

The Committee is authorised by the Board to investigate any activity within its terms of reference; and to seek any information it requires from any employee(s), whereas all employees are directed to co-operate with any request made by the Committee.

To ensure that the Committee is operating at maximum effectiveness, the Committee may recommend changes to its authority and functions deemed appropriate for the Board's approval.

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.

Functions of the Committee

1. To review the Group's sustainability vision, targets, strategy and key policies, and make recommendations to the Board for approval;
2. To review the assessment of risks and opportunities in the Group's sustainability, and make recommendations to the Board for approval;
3. To monitor the implementation of the sustainability strategy, and coordinate internal and external resources to advance related works;
4. To regularly evaluate the progress and performance of sustainable development, and review whether the relevant improvement measures are effective and appropriate;
5. To report the sustainability performance and make recommendations to the Board;
6. To review the annual ESG Reports, and make recommendations to the Board for approval;
7. To review and approve the Group's support for sustainability initiatives;
8. To report other material issues related to sustainability to the Board from time to time.