



GRAND BAOXIN AUTO GROUP LIMITED

廣匯寶信汽車集團有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

Nomination Committee Terms of Reference

*(Adopted by the Board on November 23, 2011 and revised on
December 28, 2018 and 18 June, 2025)*

1 Constitution

The board (the “**Board**”) of directors of the Company (the “**Directors**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below. The purpose of the Nomination Committee is to identify, screen and recommend to the Board appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

2 Membership

- 2.1 The Nomination Committee shall consist of not less than three members appointed by the Board, the majority of the members of the Nomination Committee shall be independent non-executive Directors.
- 2.2 The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director (the “**Chairman**”).
- 2.3 The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the Memorandum and Articles of Association of the Company.
- 2.4 The appointment of the members of the Nomination Committee maybe revoked, and new appointment be made in place by resolutions passed by the Board and by the Nomination Committee.

- 2.5 No alternate Nomination Committee member shall be appointed.
- 2.6 The Company Secretary or his nominee shall act as the secretary of the Nomination Committee.

3 Authority

- 3.1 The Nomination Committee is authorised by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources and access rights to perform its duties.
- 3.2 Where necessary, the Nomination Committee should seek independent professional advice, including but not limited to external legal, accounting or other advices, at the Company's expense, to perform its responsibilities.

4 Duties

The duties of the Nomination Committee shall be to:

- (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
- (b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships having due regard to the Company's nomination policy and board diversity policy;

- (d) assess the independence of independent non-executive Directors;
- (e) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the chairman and the chief executive;
- (f) to support the Company's regular evaluation of the Board's performance;
- (g) monitor the implementation of the Company's nomination policy, Board diversity policy and workforce diversity policy and report in the Company's corporate governance report;
- (h) do any such things to enable the Nomination Committee to perform its powers and functions conferred on it by the Board; and
- (i) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum and Articles of Association of the Company or imposed by legislation.

5 Frequency and proceedings of meetings

- 5.1 The Nomination Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Nomination Committee demands. In addition, the Chairman of the Nomination Committee may convene additional meetings at his discretion.
- 5.2 Minutes of the Remuneration Committee shall be sent to all members of the Nomination Committee within 14 days of the meeting.
- 5.3 The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
- 5.4 The quorum of a meeting shall be two members of the Nomination Committee of whom at least one is independent non-executive Director.

6 Reporting Procedures

- 6.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.

- 6.2 The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these terms of reference of Nomination Committee on an annual basis and recommend any proposed changes to the Board.
- 6.3 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he the individual should be elected and the reasons why they consider him the individual to be independent.
- 6.4 The secretary of the Nomination Committee shall circulate the minutes of meetings, written resolutions and the record of individual attendance at such meetings of the Nomination Committee to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

7 General

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company respectively.