

Shanghai Dongzheng Automotive Finance Co., Ltd.*

Work Rules for the Nomination Committee of the Board of Directors

(2.0)

With effect from 1 January 2023

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Shanghai Dongzheng Automotive Finance Co., Ltd.*
Work Rules for the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to govern the appointment of directors and senior management of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “Company”), optimize composition of its board of directors (the “Board of Directors”) and improve corporate governance structure, the nomination committee of the Board of Directors (the “Nomination Committee” or the “Committee”) has been established. These work rules (the “Rules”) are formulated in accordance with the articles of association of Shanghai Dongzheng Automotive Finance Co., Ltd.* (the “Articles of Association”), the Company Law of the People’s Republic of China (the “Company Law”), the Banking Supervision and Regulatory Law of the People’s Republic of China, the PRC Commercial Banking Law, the Automotive Finance Company Management Measures, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other external relevant laws and regulations (the “External Regulations”).

Article 2 Resolutions adopted by the Nomination Committee shall be in compliance with requirements of the Articles of Association of the Company, these Rules and other relevant laws, regulations and regulatory documents.

Chapter 2 Committee Composition

Article 3 The Nomination Committee shall consist of at least three directors, including a majority of independent non-executive directors.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman of the Board of Directors, more than half of the independent non-executive directors or one-third or more of all directors, and shall be elected by the Board of Directors.

The Nomination Committee shall have one chairman who shall be an independent non-executive director appointed by the Board of Directors.

The meeting of the Nomination Committee shall be convened and presided over by the chairman, or another member designated to act on his/her behalf if the chairman is unable or fails to perform his/her duties. If the chairman neither performs his/her duties nor designates another member to act on his/her behalf, any member of the Committee may report to the Board of Directors which shall designate a member to perform the duties of the chairman.

Article 5 Members of the Nomination Committee shall have a term of office in congruence with that of the same session of the Board of Directors, and may be re-elected and reappointed. A member shall not be dismissed without reason prior to expiry of his/her term of office, unless there arises any circumstance precluding his/her office as stipulated in the Company Law, the Articles of Association of the Company or these Rules, or he/she as an independent non-executive director ceases to have the independence required by the Articles of Association of the Company and the Listing Rules. A member no longer serving as a director of the Company during his/her term of office shall be automatically disqualified as a member of the Committee.

Article 6 Where the number of members of the Nomination Committee falls below two-thirds of the required headcount due to resignation, dismissal or other reasons, the Board of Directors shall promptly appoint new member(s) in accordance with the above provisions.

The Nomination Committee shall suspend the exercise of its functions and powers as provided herein until the number of members of the Nomination Committee reaches two-thirds of the required headcount.

Article 7 The provisions on obligations of directors as stipulated in the Company Law and the Articles of Association of the Company apply to members of the Nomination Committee.

Chapter 3 Duties and Authorizations

Article 8 The Nomination Committee is mainly responsible for formulating the selection criteria and procedures for directors and senior management, screening candidates, preliminarily examining the qualification of directors and senior management members, and making recommendations to the Board of Directors.

Article 9 Main duties and functions of the Nomination Committee include:

- (1) to review the structure, size and diversity of members of the Board of Directors at least annually and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy;
- (2) to report to the Board of Directors on the composition of board members and monitor the implementation of diversity policy for board members;
- (3) to disclose a summary of the diversity policy for board members, and measurable objectives that it has set for implementing the policy and the progress of achieving the objectives in the Corporate Governance Report annually;

- (4) the individuals who are the proposed directors, general manager and other senior management members to be identified by members of the Nomination Committee shall have a good track record of conduct, reputation and compliance with laws and regulations, comply with high standards of professional ethics, and have the knowledge, experience, ability and energy that match their positions, and maintain the independence, personal and family financial soundness required for the performance of their duties. To select or make recommendations to the Board of Directors on the selection of individuals; and determine the composition of board members based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, nationality, professional experience, skills, knowledge and length of service;
- (5) to assess the independence of independent non-executive directors;
- (6) to make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors (in particular the Chairman of the Board of Directors and the general manager) when appropriate, taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future;
- (7) to report its decisions or recommendations to the Board of Directors, except those that cannot be reported due to legal or regulatory restrictions;
- (8) other matters delegated by the Board of Directors.

Article 10 The Nomination Committee shall report and submit proposals to the Board of Directors for consideration and approval.

Article 11 At the invitation of the Chairman of the Board of Directors, the Nomination Committee shall designate its chairman or, in his/her absence, another member or his/her authorized representative to attend and respond to inquiries at the annual general meeting.

Article 12 The Nomination Committee should be provided with sufficient resources to discharge its duties, including but not limited to, if necessary, the Nomination Committee may engage intermediaries to provide professional advice for its decisions at the cost of the Company.

Article 13 Where the Board of Directors of the Company proposes a resolution to elect an individual as an independent non-executive director of the Company at the Company's general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Board of Directors believes he/she should be elected and the reasons why they consider him/her to be independent.

Chapter 4 Convening and Rules of Procedure of Meetings

Article 14 Work procedures of the Nomination Committee include:

- (1) the Nomination Committee shall proactively communicate with relevant departments of the Company to understand the demand for new directors and senior management members and work out written reports;
- (2) the Nomination Committee may comprehensively look for candidates of directors and senior management within the Company as well as on talent market;
- (3) to collect the information on occupation, education background, job title, detailed work experience and all concurrent positions of the proposed candidates, and work out written reports;
- (4) to seek the consent of the proposed candidates for nomination, otherwise they shall not be put on the list of candidates for directors and senior management;
- (5) to convene the meeting of the Nomination Committee, and check the eligibility according to the qualifications required for directors and senior management;
- (6) to submit the recommendation and relevant materials about the candidates for directors and senior management to the Board of Directors prior to the election of new directors and the appointment of new senior management members;
- (7) to follow up other matters according to decisions and feedback of the Board of Directors.

Article 15 Meetings of the Nomination Committee include regular meetings and extraordinary meetings.

Regular meetings shall be held at least once a year. An extraordinary meeting may be convened by the Chairman of the Board of Directors or the chairman of the Nomination Committee, or jointly by two or more committee members.

Article 16 A meeting of the Nomination Committee may be held on-site or by circulation of written proposals. Members can attend a meeting of the Nomination Committee via telephone, video or other means of communication. Members who attend a meeting through the aforesaid means are deemed to having attended a meeting. Members who attend a meeting via telephone, video or other means of communication should ensure that they can communicate clearly with other members of the meeting.

Article 17 Notice of meeting of the Nomination Committee shall be given 7 days (excluding the date of meeting) prior to a regular meeting. If an extraordinary meeting needs to be convened as soon as possible in case of emergencies, the meeting can be convened without the foregoing limitation on notice period, provided that the chairman of the Nomination Committee shall give explanation at the meeting.

Article 18 The quorum of the meetings of the Nomination Committee shall be two-thirds or more of all its members.

Article 19 A member may attend a meeting in person, or appoint other member to attend and vote thereat provided that a power of attorney shall be submitted to the chairman of the meeting. The name of the proxy, matters appointed and scope of authorization shall be specified in the power of attorney which shall be signed or sealed by the principal. The power of attorney shall be submitted to the chairman of the meeting no later than the start of voting process.

Article 20 A member who neither attends a meeting of the Nomination Committee in person nor appoints a proxy to attend on his/her behalf shall be deemed as absent from the meeting.

Article 21 Meetings of the Nomination Committee may be attended by the secretary to the Board of Directors, and by directors other than members of the Nomination Committee upon request. The Nomination Committee may, if thought necessary, request other personnel related to proposals of the meeting to attend the meeting, make presentation or express opinions, provided that a participant other than members of the Nomination Committee shall have no right to vote on the proposals.

Article 22 Any vote at a meeting of the Nomination Committee may be taken by a show of hands or by poll.

Each member of the Nomination Committee shall have one ballot for voting. Resolutions passed at the meeting shall be approved by more than half of all members (including those absent from the meeting).

Article 23 When the Nomination Committee considers issues related to the member of the Committee, the person should evade.

Article 24 Resolutions and voting result of a meeting of the Nomination Committee shall be submitted in writing to the Board of Directors for review.

Article 25 The office of the Board of Directors is responsible for the preparation work for the Nomination Committee's decision-making, including but not limited to: collection of meeting materials, daily work liaison and the organizing of meetings. All departments of the Company should actively cooperate with the office of the Board of Directors on this.

Article 26 Minutes shall be made for the meetings of the Nomination Committee, and shall contain full details of the matters considered thereat. Draft and final versions of minutes of the meetings shall be delivered to all members of the Committee for their comment and records within twenty-one days after the meeting. All members who have attended the meetings shall sign on the minutes of the relevant meetings, and the minutes of meetings shall be kept by the secretary of the Board of Directors of the Company.

Article 27 Members of the Nomination Committee who have access to corporate information are liable for confidentiality before it is made public.

Chapter 5 Penalty Provisions

Article 28 Members of the Nomination Committee shall bear direct responsibilities for their failure to perform duties diligently and the conduct in violations of the procedural requirements.

Article 29 The Nomination Committee shall be responsible for the effectiveness of the standards for and procedures in selecting the directors and senior management of the Company. If there is any breach of the resolutions of the Board of Directors or any violation of the requirements of the Company's system in the process of nomination and review work, the Nomination Committee is required to bear management responsibility.

Article 30 Legal liability shall be borne in accordance with relevant supervision and administration in terms of financial institutions for violations of laws, regulations and the regulatory requirements. Those involved in crimes will be handed over to judicial authorities and shall be implemented under the relevant provisions of the Company's case prevention and assessment of the directors' performance.

Chapter 6 Supplementary Provisions

Article 31 The expression "or more" herein for the numbers includes the underlying number indicated while "exceed" or "below" excludes the underlying number.

Article 32 These Rules shall be published on websites of the Company and The Stock Exchange of Hong Kong Limited as required by the Listing Rules.

Article 33 Matters not covered by these Rules shall be governed by the External Regulations and the Articles of Association of the Company. In the event that these Rules conflict with the External Regulations or the Articles of Association of the Company, the latter shall prevail.

Article 34 These Rules shall be interpreted and revised by the office of the Board of Directors.

Article 35 These Rules shall be effective from the date of the approval by the Board of Directors. The Company's policy on the Work Rules for the Nomination Committee of the Board of Directors (1.0) shall be concurrently repealed.

Annex 1: The Company Law of the People’s Republic of China

Annex 2: The Banking Supervision and Regulatory Law of the People’s Republic of China

Annex 3: The PRC Commercial Banking Law

Annex 4: The Automotive Finance Company Management Measures

**Annex 5: The Rules Governing the Listing of Securities on
The Stock Exchange of Hong Kong Limited**

** For identification purposes only*