

**CIMC VEHICLES (GROUP) CO., LTD.**

**RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE**

(Considered and approved by the first extraordinary general meeting of  
2020 on 30 September 2020)

## **CHAPTER 1 GENERAL PROVISIONS**

### **Article 1**

### **CHAPTER 3 CONVENING AND NOTICE OF THE MEETING OF THE SUPERVISORY COMMITTEE**

**Article 7** Meetings of the Supervisory Committee shall be convened at least every 6 months. The written notice of any meeting shall be given to all Supervisors 10 days before the meeting.

Interim meetings of the Supervisory Committee can be convened by the Supervisors. The written notice of any interim meeting shall be given to all Supervisors 3 days before the meeting.

**Article 8** Before sending the notice of regular meeting of the Supervisory Committee, the office of the Supervisory Committee shall collect proposals from all the Supervisors and shall spend at least two days seeking opinions from the staff of the Company. In collecting proposals and seeking opinions, the office of the Supervisory Committee shall state that the Supervisory Committee focuses on supervising the operations of the Company and the conduct of the directors and senior executives, not on making decisions on the operations and management of the Company.

**Article 9** Any proposal of any Supervisor for convening a provisional meeting of the Supervisory Committee shall be made in written form, affixed with the signature of the said Supervisor and submitted via the office of the Supervisory Committee or to the chairman of the Supervisory Committee directly. A written proposal shall specify:

- (I) the name of the proposing Supervisor;
- (II) the reason or objective circumstance for the proposal;
- (III) the time or time limit, venue or form of the meeting proposed;
- (IV) the well-defined and specific motions;
- (V) the means to contact the proposing Supervisor, date of proposal, etc.

Within 3 days after the office of the Supervisory Committee or the chairman of the Supervisory Committee receives a written proposal from the Supervisor(s), the office of the Supervisory Committee shall send a notice of holding an interim meeting of the Supervisory Committee.

If the office of the Supervisory Committee fails to send the notice of the meeting, the proposing Supervisors shall urge the office to do so.

**Article 10** The office of the Supervisory Committee shall send the written notice of meeting affixed with the seal of the Supervisory Committee to all the Supervisors by direct delivery in person, registered mail, fax or other writing means in 10 days and 3 days before a regular meeting and an interim meeting of the Supervisory Committee respectively. Where the notice is not served by direct delivery in person, telephone acknowledgement and relevant records shall be made.

Where an interim meeting of the Supervisory Committee needs to be convened in emergency, the notice of meeting may be sent by verbal or by other telephone means, but the convener shall make explanations at the meeting.

**Article 11** A written notice of meeting shall at least include:

- (I) the time, venue (including the form of the meeting) and duration of the meeting;
- (II) the reasons and topics for discussion;
- (III) the date on which the notice is sent.

A verbal notice of meeting shall at least include (I) and (II) above, and explanation for an interim meeting of the Supervisory Committee in emergency.

#### **CHAPTER 4 CONVENING AND VOTING OF THE MEETING OF THE SUPERVISORY COMMITTEE**

**Article 12** Meetings of the Supervisory Committee shall be held onsite.

On the premise of ensuring that the Supervisors fully express their opinions, the Supervisory Committee meetings may, if necessary, be convened by video, telephone, fax or e-mail voting with the consent of the convener (presider of the meeting) or the proposer. The Supervisory Committee meetings may also be held by the on-site method and by other means at the same time.

If a meeting is not convened on site, the number of Supervisors present at the meeting shall be calculated according to the Supervisors present as shown in the video, the Supervisors expressing opinions at the teleconference, the valid notes actually received by fax or e-mail within the prescribed time limit, or the written confirmation letters of having attended the meeting as submitted by the Supervisors afterwards.

**Article 13** The chairman of the Supervisory Committee shall convene and preside over the Supervisory Committee meetings. In the event that the chairman of the Supervisory Committee is incapable of performing or not performing his duties, the vice chairman of the Supervisory Committee shall convene and preside over the meetings. If the vice chairman of the Supervisory Committee is incapable of performing or not performing his duties, a Supervisor nominated by more than half of the Supervisors shall convene and preside over the meetings.

**Article 14** Meeting of the Supervisory Committee shall not be held unless it is attended by not less than two Supervisors. Each Supervisor shall have one vote. Resolutions of the Supervisory Committee shall be passed by two-thirds or more of all Supervisors and signed by the Supervisors attending the meeting.

Where any relevant Supervisor refuses or fails to attend the meeting so that the number of attendees falls short of the quorum required for convening the meeting, other Supervisors shall urge him to attend.

**Article 15** A Supervisor shall attend the meetings of the Supervisory Committee in person. If a Supervisor is unable to attend the meeting due to whatever reasons, he/she may appoint in writing another Supervisor to attend the meeting on his/her behalf due to his/her absence.

The letter of authorization shall specify the name of the entrusted Supervisor, entrusted matter, limit of authority and period of validity and shall be signed by the entrusting Supervisor.

**Article 16** The Supervisory Committee may request the Directors, president and other senior management of the Company, internal and external auditors to attend meetings of the Supervisory Committee and answer any concerned queries.

**Article 17** The presider of the meeting shall ask the attending Supervisors to provide definite opinions on respective proposals.

**Article 18** Voting is conducted by a show of hands or open ballot at the meetings of the Supervisory Committee. Each Supervisor shall have one vote.

The voting intent of a Supervisor may be pro, con or abstention. Every attending Supervisor shall choose one out of the aforesaid intents. Where any Supervisor does not make any option or makes two or more options, the presider shall require the said Supervisor to make an option again, otherwise the said Supervisor shall be deemed as having abstained from voting; any Supervisor who has left the meeting midway without coming back and has not made any option shall be deemed as having abstained from voting.

**Article 19** In respect of a meeting of the Supervisory Committee, audio recording may be made, if necessary, for the whole meeting.

**Article 20** Office clerks of the Supervisory Committee shall keep minutes of onsite meetings. The minutes shall include the following information:

- (I) the number of session, time, venue and form of the meeting;
- (II) the sending status of the notice of meeting;
- (III) the convener and presider of the meeting;
- (IV) the attendance of the meeting;
- (V) the proposals considered at the meeting, the gist of every Supervisor's speaking and main opinions in respect of relevant matters and voting intentions for the proposals;
- (VI) the voting method and result for each proposal (the voting result shall set out the respective numbers of pros, cons and abstentions);
- (VII) other issues that the attending Supervisors think should be included into the minutes.

For a meeting of Supervisory Committee held by correspondence, the office of the Supervisory Committee shall sort out the meeting minutes as per the preceding provision.

**Article 21** Meetings minutes shall be signed and confirmed by the attending Supervisors. Where a Supervisor holds different opinions on the minutes, written explanation may be attached upon signing.

Where a Supervisor neither confirms with signature as stipulated by the preceding paragraph nor provides written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said Supervisor shall be deemed as agreeing with what was in the minutes of the meeting.

## **CHAPTER 5 IMPLEMENTATION AND ANNOUNCEMENT OF RESOLUTIONS OF THE SUPERVISORY COMMITTEE**

**Article 22** Upon the listing of the Company on the Stock Exchange of Hong Kong Limited and Shenzhen Stock Exchange, announcement of resolutions of the Supervisory Committee shall be made by the secretary to the Board pursuant to the relevant provisions of the Stock Exchange Listing Rules and the ChiNext Market Listing Rules.

**Article 23** The Supervisors shall urge relevant staff to execute the resolutions of the Supervisory Committee and the chairman of the Supervisory Committee shall report at future meetings of the Supervisory Committee how the resolutions have been executed.

**Article 24** Archives of meetings of the Supervisory Committee including notices of meeting, meeting documents, attendance book, meeting recordings, votes, meeting minutes signed by the attending Supervisors and announcements of the resolutions, etc., shall be kept by a person designated by the chairman of the Supervisory Committee.

## **CHAPTER 6 SUPPLEMENTARY ARTICLES**

**Article 25** Matters not covered herein shall be handled with reference to related provisions of the Articles of Association of the Company.

**Article 26** The terms “above”, “within” and “below” as mentioned in these Rules are inclusive, while “other than”, “lower than”, “over” and “exceeding” are exclusive.

**Article 27** After being considered and approved at the general meeting of the Company, these rules of procedure shall take effect and be implemented from the date of the initial public offering of the RMB ordinary shares (A shares) of the Company in the People’s Republic of China and when they are listed on the ChiNext Market of Shenzhen Stock Exchange.

**Article 28** These Rules shall be interpreted by the Supervisory Committee.

**Article 29** Should there be any discrepancy between these Rules and relevant laws and regulations, relevant provisions of regulatory bodies and the Articles of Association, relevant laws and regulations, relevant provisions of regulatory bodies and the Articles of Association shall prevail.

CIMC Vehicles (Group) Co., Ltd.  
September 2020