



五菱汽車集團控股有限公司 WULING MOTORS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability) (股份代號 Stock Code : 305)

ESG COMMITTEE TERMS OF REFERENCE

1. MEMBERSHIP

The Committee members shall be appointed by the board of directors (the “**Board**”) of Wuling Motors Holdings Limited (the “**Company**”, together with its subsidiaries (the “**Group**”) from amongst the non-executive directors and executive directors of the Company and shall consist of not fewer than four members, one of which must be an independent director of the Company. The members’ terms shall run concurrently with their terms as members of the Board. Two members shall constitute a quorum provided that at least one executive director of the Company shall be present throughout each meeting.

2. CHAIRMAN AND SECRETARY

The Chairman of the Committee shall be selected amongst the independent non-executive directors of the Company and shall be appointed by the Board. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Committee members shall choose one of the other members to act as the Chairman of such meeting.

The Company Secretary shall be the secretary of the Committee. In the absence of the secretary of the Committee, the Committee members shall choose one of the other members to act as the secretary of such meeting.

3. ATTENDANCE AT MEETINGS

The Chairman of the Committee may invite the Group’s director, other executives or external consultants to attend meetings, or parts of meetings.

4. PROCEEDINGS OF MEETINGS

Notice of at least fourteen calendar days should be given of a regular committee meeting. An agenda and accompanying meeting papers should be sent in full to all committee members at least three working days before the intended date of committee meeting. Any member may request for meetings by giving notice in writing to the Chairman of the Committee of not less than seven calendar days’ notice. Questions arising at the meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.



5. FREQUENCY OF MEETINGS

Meetings shall be held at least twice a year.

6. EXTERNAL PROFESSIONAL SERVICES

The Committee is authorized by the Board, at the expense of the Company, to obtain external legal or other independent professional advice and to secure the attendance, at meetings, of outsiders with relevant experience and expertise if it considers this necessary.

7. TERMS OF REFERENCE

The terms of reference of the Committee should include:-

Sustainability goals and strategies oversight

1. To develop and review a Board Statement in relation to environmental, social and governance (“ESG”) issues for Board’s consideration and approval, including (i) the Board’s oversight role of ESG issues; (ii) the process used to identify, evaluate and manage material ESG-related issues; and (iii) how the Board reviews progress made against ESG-related goals and targets;
2. To provide vision, long term guidance and report to the Board on the Group-level sustainability goals, strategies and priorities;
3. To report to the Board key trends in legislation, regulation, litigation and public debate as regards social, environmental and ethical standards of corporate behavior, and recommend anticipatory measures and plans for the Company;
4. To assess ESG risks, advise on those of strategic significance to the Company and provide anticipatory and mitigation plans;
5. To review material interests of the key stakeholders of the Company and report their point-of-views on material issues to the Company in order to secure correct long term strategic direction;

Sustainability initiatives and performance oversight

1. To review and report to the Board the Group’s sustainability performance vs. declared KPI and goals, relative to comparable peers or other benchmarked companies on a regional and global basis;
2. To review and report to the Board the relevance of sustainability stock/ESG indices, and the performance of the Group relative to the requirements of those indices and the desirability of the Group inclusion in those indices;



3. To review/approve related the Group policies and make recommendations to the Board on any changes to those partnerships, strategies and policies;
4. To review and report to the Board on other related recommendations and submissions for ESG;

ESG Reporting

To review and advise the Board on the Company' public reporting regarding its performance on sustainability, approving the ESG report before submitting to the Board for final endorsement.

8. MINUTES AND REPORTS

Minutes shall be maintained of all the meetings of the Committee and be signed by the Chairman and kept by a duly appointed secretary of the Committee meeting. The meeting minutes or a summary report on the proceedings shall be present to the Board at any subsequent Board meeting.

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