

Annex 2

Constitution of New Energy Vehicles Consortium for Joint Cultivation of High-Skilled Talents

(Draft for Comments)

Chapter I General Provisions

Article I The name of this Consortium is: New Energy Vehicles Consortium for Joint Cultivation of High-Skilled Talents (hereinafter referred to as the "Consortium"). Its English name is NEV Consortium for Joint Cultivation of High-Skilled Talents (abbreviated as NCJCHST).

Article II In accordance with the relevant laws and regulations of China and the member countries of the Consortium, the Consortium is a non-profit cooperation platform jointly initiated by the National Steering Committee of Teaching for Automobile Vocational Education, China, China Society of Automotive Engineers and World New Energy Vehicle Development Organization, and voluntarily composed of education competent departments, automotive industry organizations, colleges and universities, educational institutions and leading Chinese-funded automotive industrial chain enterprises of various countries.

Note: This Consortium only serves as a cross-border cooperation and docking platform and does not have independent legal person status or corresponding legal subject qualifications; all cross-border cooperation projects such as joint talent cultivation, joint construction of training bases and joint cultivation of professional teaching faculty shall be

separately signed by colleges, enterprises or relevant units and institutions with independent legal qualifications in accordance with the actual needs of the projects, specifying the rights, obligations and legal responsibilities of all parties.

Article III With the guidance of the Belt and Road Initiative, the purpose and objectives of the Consortium are to focus on the global development needs of the new energy vehicle industry, give full play to the synergistic education role of education competent departments, industry organizations, colleges and universities, educational institutions and leading Chinese-funded automotive industrial chain enterprises of various countries, and promote the establishment of an international cooperation platform for the joint cultivation of high-skilled new energy vehicle talents featuring cross-border talent co-education, standard mutual recognition, technological joint research and resource sharing.

Article IV The Consortium shall abide by the relevant laws and regulations of various countries, accept the supervision and management of the education competent departments of various countries, and receive the professional guidance and cooperation of the automotive industry competent departments of various countries.

Article V The Secretariat of the Consortium is located at the leading unit of the National Steering Committee of Teaching for Automobile Vocational Education, China.

The scope of work: Countries and regions along the "Belt and Road" Initiative.

Article VI Term Interpretation:

(1) **Leading Chinese-funded automotive industrial chain**

enterprises: As referred to in this Constitution, "leading Chinese-funded automotive industrial chain enterprises" refer to leading enterprises solely invested or jointly invested by Chinese domestic investors that occupy a dominant position in the automotive and related industrial chains. Relying on their advantages in talent, technology, market, capital or management, such enterprises have significant influence and leading power over most enterprises in the industrial chain, and undertake the key missions of cultivating industrial talents, integrating industrial chain resources, stabilizing the industrial chain and supply chain, and improving overall performance and competitiveness.

(2) **Localized Cooperation Agreement:** As referred to in this Constitution, a "Localized Cooperation Agreement" means a legal document entered into by different entities to achieve specific goals, agreeing to carry out localized collaboration within the project location or business area. Its core is to clarify the scope of rights and responsibilities, collaboration mechanisms and benefit distribution among all parties to realize the cooperation objectives

Chapter II Organizational Structure and Responsible Persons

Article VII The organizational structure of the Consortium includes the Consortium Member Congress, the Advisory Committee, the Council, the Secretariat and offices in each cooperating country (region), with clear powers and responsibilities and synergistic operation of each institution.

Article VIII The highest authority of the Consortium is the Consortium Member Congress.

Article IX The Consortium Member Congress shall be held no less than once a year. The Congress may only be held if more than two-thirds of the Consortium members participate online or attend offline, and its resolutions shall only take effect if passed by a vote of more than two-thirds of the attending members. Elections and votes may be conducted by online voting, offline voting and other methods.

For convening the Consortium Member Congress, the topics, convening time and venue of the Congress shall be notified to all member units 3 months in advance.

A temporary Consortium Member Congress may be convened upon the proposal of more than half of the directors or more than one-fifth of the members. If the chairman is unable or refuses to convene, the proposing directors or members may elect a convener. For convening a temporary Consortium Member Congress, the convener shall notify all members 10 working days in advance and inform them of the Congress agenda.

Members may entrust other members as their agents to attend the meeting; the agent shall present a power of attorney and exercise the right to vote within the scope of authorization. Each member may only accept one power of attorney.

Article X The functions and powers of the Consortium Member Congress are:

- (1) Formulate or modify the measures and procedures for the election of member representatives;
- (2) Formulate or modify the Constitution;
- (3) Formulate or modify the election measures for the chairman, vice

chairmen and directors;

- (4) Elect or recall directors;
- (5) Review the work report of the Council;
- (6) Alter or revoke inappropriate decisions of the Council;
- (7) Decide on major matters such as renaming and termination;
- (8) Decide on other major matters.

Article XI The Consortium shall set up a Council, which is composed of directors elected by the Consortium Member Congress. As the executive body of the Consortium Member Congress, the Council is responsible for leading the Consortium in carrying out daily work and is accountable to the Consortium Member Congress.

Each term of the Council is 5 years, and the Consortium Member Congress shall be convened for re-election upon the expiration of the term. If the term needs to be advanced or extended due to special circumstances, it shall be voted and passed by the Council and reported to the professional guidance unit for review and approval. The maximum extension of the term shall not exceed one year. Directors may be re-elected for consecutive terms.

Article XII The functions and powers of the Council are:

- (1) Implement the resolutions of the Consortium Member Congress;
- (2) Convene the Consortium Member Congress and submit a work report to the Congress;
- (3) Draft or revise the draft Constitution, the draft director election measures and the termination motion, and submit them to the Consortium Member Congress for examination and approval;

(4) Approve the establishment, change and cancellation of offices in each cooperating country (region); the establishment and change of offices shall be filed with the education competent department of the host country;

(5) Decide on the expulsion or cancellation of member qualifications;

(6) Elect the chairman and vice chairmen;

(7) Decide on the appointment and dismissal of the secretary-general and deputy secretary-generals;

(8) Lead all institutions to carry out work;

(9) Formulate internal management systems;

(10) Listen to and review the work report of the secretary-general;

(11) Decide on other major matters.

Article XIII The Council shall hold 2 meetings a year, which may be held online, offline or in a combination of online and offline, and may be held at any time under special circumstances.

Council meetings shall be convened and presided over by the chairman. A Council meeting shall be convened upon the proposal of more than one-third of the directors. If the chairman is unable or refuses to convene, the proposing directors may elect a convener. For convening a Council meeting, the chairman or convener shall notify all directors 7 working days in advance and inform them of the meeting agenda.

Council meetings shall be attended by the directors in person; if a director is unable to attend due to reasons, he may entrust another director in writing to attend on his behalf, and the power of attorney shall specify the authorized matters. Each director may only accept one power of

attorney.

A Council meeting may only be held if more than two-thirds of the directors participate online or attend offline, and its resolutions shall only take effect if passed by a vote of more than two-thirds of the attending directors.

The supplementary election of directors shall be conducted by the Consortium Member Congress.

The secretary-general shall attend the Council meetings as a non-voting participant.

Article XIV Voting at the Consortium Member Congress and the Council shall be conducted in a democratic manner. The election of directors and the formulation and revision of the Constitution shall be conducted by secret ballot.

Minutes shall be made for the above meetings; if resolutions are formed, meeting resolutions shall be made based on the meeting minutes, signed and confirmed by the chairman, and announced to all members after the meeting. Major matters shall be copied to the relevant competent departments of various countries.

Article XV The Consortium shall set up an Advisory Committee to provide top-level guidance, decision-making consultation and supervision for the development of the Consortium, coordinate resources from all parties in a unified manner, and improve the international operation level and credibility of the Consortium.

Article XVI The Advisory Committee is composed of leaders of

education competent departments and industry organizations of various countries (regions) and senior experts in the field of new energy vehicle industry and vocational education. Members are invited by the Council in a targeted manner, and the number of members is determined in a unified manner according to work needs and international cooperation layout.

Article XVII The main functions and powers of the Advisory Committee are:

(1) Provide policy consultation and decision-making suggestions for the development strategy, major planning and cross-border cooperation layout of the Consortium;

(2) Provide guidance and suggestions on the major management systems and cross-border cooperation project plans of the Consortium;

(3) Coordinate government and industry resources of China and each cooperating country (region) in a unified manner, and provide policy support and resource matching for the cross-border cooperation of the Consortium;

(4) Build a high-level communication and matching platform between China and foreign countries, enhance the participation enthusiasm of member units in various countries (regions), and improve the international influence of the Consortium;

(5) Other major matters for which guidance is requested by the Council and the Secretariat.

Article XVIII The responsible persons of the Consortium include the chairman, vice chairmen and secretary-general.

The responsible persons of the Consortium shall strictly abide by the laws, regulations and the Constitution of the Consortium of China and the

countries (regions) where the member units are located, safeguard the legitimate rights and interests and good reputation of the Consortium, and abide by the following codes of conduct:

(1) Exercise powers within the scope of their duties and not exceed their authority;

(2) Do not use their powers to seek improper interests for themselves or others;

(3) Do not engage in activities that damage the interests of the Consortium.

Article XIX The chairman, vice chairmen and secretary-general of the Consortium must meet the following conditions:

(1) Respect the sovereignty and development interests of all countries and maintain the friendly cooperative relations of all member units;

(2) Abide by laws and disciplines, be diligent and responsible, and have a good personal social credit record;

(3) Possess corresponding professional knowledge, experience and ability, be familiar with the industry situation, and have great influence in the business field of the Consortium;

(4) The maximum age for the chairman and vice chairmen to hold office shall not exceed 70 years old, and the maximum age for the secretary-general to hold office shall not exceed 65 years old;

(5) Have full capacity for civil conduct;

(6) Be able to faithfully and diligently perform their duties and safeguard the legitimate rights and interests of the Consortium and its members;

(7) Have not been identified as a person subject to enforcement for dishonesty;

(8) Have no other circumstances that are not allowed to hold the position according to the provisions of laws, regulations and relevant national regulations.

The chairman and the secretary-general shall not be held by the same person.

Article XX The term of office of the responsible persons of the Consortium is the same as that of the Council, and shall not exceed 2 consecutive terms. If the term needs to be extended due to special circumstances, it shall be voted and passed by more than two-thirds of the members of the Consortium Member Congress and reported to the professional guidance unit for examination and approval before taking office.

Article XXI A person shall not hold the position of a responsible person of the Consortium under any of the following circumstances:

(1) Having been sentenced to public surveillance, criminal detention or fixed-term imprisonment for a crime, and less than 5 years have passed since the expiration of the sentence;

(2) Having been sentenced to deprivation of political rights for a crime and the punishment is being executed, or having ever been sentenced to deprivation of political rights;

(3) Having served as a responsible person of a social organization revoked due to illegal acts, and being personally liable for the illegal acts of the social organization, and less than 3 years have passed since the revocation of the social organization;

- (4) Not having full capacity for civil conduct;
- (5) Having been listed as a person subject to enforcement for dishonesty.

Article XXII The chairman of the Consortium exercises the following functions and powers:

- (1) Preside over the Consortium Member Congress, and convene and preside over the Council;
- (2) Inspect the implementation of all meeting resolutions;
- (3) Lead the work of the Council;
- (4) Nominate the candidate for the secretary-general;
- (5) Nominate the candidates for the principal persons in charge of all institutions;
- (6) Other functions and powers stipulated by the Constitution.

Article XXIII The vice chairmen of the Consortium assist the chairman in carrying out work and exercise corresponding functions and powers according to the division of labor of the chairman. If the chairman is unable to exercise his powers, the vice chairman designated by the chairman shall exercise his powers on his behalf.

Article XXIV The secretary-general of the Consortium shall have a strong sense of professionalism and responsibility, be familiar with the laws, policies and industry knowledge of social organizations, and have good organizational coordination, expression, communication and innovation abilities.

Under the leadership of the Council, the secretary-general carries out work and exercises the following functions and powers:

- (1) Preside over the daily work of the administrative organ and organize the implementation of the annual work plan;
- (2) Coordinate the work of offices in each cooperating country (region);
- (3) Formulate draft internal management rules and regulations and submit them to the Council for approval;
- (4) Propose to the Council the appointment or dismissal of the deputy secretary-generals and the persons in charge of all institutions, and submit them to the Council for decision;
- (5) Report the work situation to the chairman and the Council;
- (6) Handle other daily affairs.

Article XXV The Consortium shall set up a Secretariat as a daily administrative organ to handle the daily administrative work of the Consortium.

The Consortium shall have one secretary-general and several deputy secretary-generals. The secretary-general is responsible for presiding over the daily work of the Secretariat.

The staff of the Consortium shall participate in pre-job training before taking up their posts, be familiar with and understand the laws, regulations and policies of social organizations, and strive to improve their professional capabilities.

Article XXVI Offices set up by the Consortium according to work needs shall carry out work under the leadership of the Consortium.

Chapter III Members

Article XXVII The members of the Consortium are unit members, which are divided into four categories: government departments, industry institutions, enterprises, and colleges and universities according to the type of member entities. According to the identity and functional positioning of members, government competent departments provide policy support; industry guidance institutions provide professional guidance; enterprises provide equipment, technical resources and talent demand, etc.; colleges and universities provide teaching, faculty resources, etc., and cultivate high-skilled talents adapted to industrial demand. All types of members enjoy corresponding rights and perform corresponding obligations in accordance with this Constitution, and participate in all work of the Consortium in a synergistic manner.

Article XXVIII An applicant for joining the Consortium must meet the following conditions:

- (1) Voluntarily join the Consortium;
- (2) Recognize the Constitution of the Consortium;
- (3) Have a certain industry influence and resource advantages in the new energy vehicle industry and vocational education field; enterprises shall have overseas layout or cooperation intention, and colleges and universities shall offer automotive-related majors and have international cooperation capabilities;
- (4) Have independent legal person status; non-market entities such as government competent departments of various countries are not subject to this clause;
- (5) Meet other conditions stipulated by the laws, regulations of the

country (region) where the applicant unit is located and the Constitution of the Consortium.

Article XXIX The procedures for a member to join the Consortium are:

(1) Submit an application for membership, attached with unit qualification certificates, industry influence certificates and other materials; government departments of various countries submit an application for membership, attached with a description of the scope of competent business;

(2) Upon the examination and approval of the Secretariat of the Consortium, the Consortium member unit certificate shall be awarded.

Article XXX Members enjoy the following rights:

(1) The right to vote, stand for election, exercise voting rights, propose motions, put forward suggestions and exercise supervision in the Consortium;

(2) The priority to participate in various activities organized by the Consortium such as forums, competitions, training and supply and demand matching meetings;

(3) The right to consult the Constitution, rules and regulations, member roster, director roster, meeting minutes, meeting resolutions, meeting summaries and other materials of the Consortium;

(4) The freedom to join and withdraw from the Consortium voluntarily, and other rights stipulated by the relevant national laws, regulations, rules and the Constitution of the Consortium.

Article XXXI Members perform the following obligations:

(1) Abide by the Constitution of the Consortium, implement the resolutions of the Consortium Congress, safeguard the legitimate rights and interests of the Consortium;

(2) Abide by the dynamic management mechanism for the member units of the Consortium, report relevant information to the Consortium, and provide related materials;

(3) Fulfill the work assigned by the Consortium, and actively participate in its activities of offering suggestions and the formulation of its annual key work plans;

(4) Fulfill other obligations stipulated by the relevant national laws, regulations, rules and the Constitution of the Consortium.

Article XXXII Members of the Consortium shall not use their social influence, school-running or operation scale, market share and other advantages to restrict the role of other members in the Consortium, and shall not use the Consortium platform to engage in illegal operation, unfair competition and other activities.

Article XXXIII A member that intends to withdraw shall submit a written withdrawal application to the Consortium. A member that withdraws or whose member qualification is canceled shall return the member certificate.

If a member holds a position such as director or responsible person, he shall resign from the position in accordance with the relevant provisions of this Constitution before applying for withdrawal.

If a member fails to participate in the activities of the Consortium or perform the obligations of a member without justifiable reasons for one consecutive years, and still fails to correct after the Secretariat authorized

by the Council performs the obligation of notification, it shall be deemed to have withdrawn automatically. The Consortium shall cancel its member qualification and make a public announcement; if the member qualification is canceled, the corresponding position held by the member shall also be terminated.

Article XXXIV If a member seriously violates the laws and regulations of various countries, the Council has the right to directly cancel its member qualification; if a member seriously violates the Constitution of the Consortium, its member qualification shall be canceled upon the approval of more than two-thirds of the attendees of the Council by vote and a public announcement shall be made.

If a member is dissatisfied with the decision of the Council to cancel its member qualification, it may file an appeal, and the Council shall make a reply within 15 working days, and submit it to the Consortium Member Congress for deliberation and reply if necessary.

Article XXXV The Consortium shall establish a Consortium member roster to record the information of members. If the information of a member changes, the roster shall be revised in a timely manner and announced to the members on a regular basis. The Consortium is responsible for properly keeping the relevant files of members and the original records of the resolutions of the Consortium Member Congress and the Council.

Chapter IV Business Scope and Activity Principles

Article XXXVI The business scope of the Consortium is:

(1) Cross-border synergistic co-construction: Build a cross-border cooperation bridge for "government, industry, enterprises and colleges"

synergistic education in the countries where the Consortium member units are located, promote the synergistic cooperation of various countries in talent cultivation, technical standards, industrial planning and other aspects of the new energy vehicle industry, and participate in the formulation and promotion of relevant standards for vocational education and training in the new energy vehicle industry.

(2) Joint cultivation of high-skilled talents: Organize member units to jointly formulate and revise the quality standards for the cultivation of high-skilled new energy vehicle talents, professional teaching standards, curriculum standards, construction standards for teaching and practical training conditions and assessment and evaluation systems in the host countries; jointly develop localized bilingual textbooks and teaching resources; co-construct practical training bases, industrial colleges, skill centers, etc. Organize the mutual employment and dispatch of Chinese and foreign industrial experts and teachers, and carry out training for high-skilled talents in the new energy vehicle field.

(3) Cross-border information services: Build an information sharing platform for the new energy vehicle industry and talents, share information on talent resources, technological achievements, industrial demand, policies and regulations, etc., and provide professional consulting services such as new energy vehicle industry development, talent cultivation, policy matching and standard adaptation for governments, enterprises and colleges and universities of various countries; establish multilingual publications and websites in accordance with laws and regulations, and compile industry research reports, talent demand forecasts, etc.

(4) International exchange and cooperation: Organize cross-border academic exchanges, skill competitions, study visits, forums and

exhibitions and other activities; deepen cooperation with international vocational education organizations and new energy vehicle industry organizations.

Matters in the business scope mentioned in this article that require approval in accordance with laws and regulations shall be carried out after being approved by the relevant departments of various countries in accordance with the law.

Article XXXVII The activity principles of the Consortium are:

(1) Abide by the laws, regulations and national (regional) policies of various countries, practice the concept of a community with a shared future for mankind, respect the cultural customs and religious beliefs of various countries, safeguard national sovereignty, security and development interests, and maintain the friendly cooperative relations of various countries;

(2) Adhere to the non-profit principle, be honest and trustworthy, fair and impartial, not engage in fraud, and not damage the legitimate interests of the state, members and third parties;

(3) Adhere to the principles of equality, mutual benefit and win-win cooperation; all member units are equal in status, without differences in region, scale and nature, and fully guarantee the right to participation and decision-making of members of various countries;

(4) Adhere to the principle of openness and inclusiveness, widely absorb the participation of relevant units of various countries, and promote resource sharing and complementary advantages.

(5) Follow the principle of "independent operation of the Consortium", with independent work, self-employed personnel,

self-raised funds and self-resolved conflicts.

Chapter V Working Systems

Article XXXVIII The Consortium shall formulate detailed working rules in accordance with this Constitution. According to the actual demand of the new energy vehicle industry and the actual reform and development of automotive vocational education, the Consortium shall study and formulate the work plan for the current term, and conduct annual work summary as required.

Article XXXIX The Consortium shall formulate a series of systems such as the Fund Management Measures, clarifying the source, use norms and scope of funds. The use of funds shall be disclosed to all member units on a regular basis and subject to supervision. The sponsorship and donation received by the Consortium shall comply with the laws and regulations of China and relevant countries and be uniformly managed by the Council.

Article XL The certificates, files, documents and other materials of the Consortium shall be properly kept in the Secretariat of the Consortium. The files of the offices in each cooperating country (region) shall be kept by special personnel and filed with the Secretariat. No unit or individual may illegally occupy or embezzle them. When the management personnel transfer or resign, they shall complete the handover procedures with the succeeding personnel.

Article XLI If a certificate of the Consortium is lost, upon the approval of more than two-thirds of the directors of the Council by vote, a statement of the invalidation of the original certificate shall be published in a publicly issued newspaper, and an application for reissuance or engraving shall be filed in accordance with the provisions. If it is illegally

occupied, legal means shall be taken to claim its return.

Article XLII The Consortium shall establish a democratic consultation and cross-border dispute resolution mechanism. If internal disputes cannot be resolved through consultation, they may be resolved through mediation, litigation and other legal means; the resolution of cross-border disputes may be decided by the parties to the dispute through consultation on the applicable law and resolution institution; if no consultation is made, the law of the place where the contract is signed or performed shall apply;

Article XLIII The Consortium shall establish a member performance assessment mechanism, conduct a comprehensive assessment of member units on an annual basis in terms of performance of obligations, participation in Consortium activities, resource sharing, promotion of cooperation projects, etc. The assessment results are divided into three grades: excellent, qualified and unqualified; member units with unqualified assessment results shall be interviewed by the Secretariat to urge rectification.

Article XLIV All major matters involving the following shall be filed with the competent unit in advance; those involving cross-border matters shall be filed with the relevant cooperation departments of each cooperating country (region) if necessary:

- (1) Occurrence of sudden incidents, accidents and problems;
- (2) Matters involving the vital interests of employees at home and abroad and social stability;
- (3) Being notified, investigated and punished by the relevant management departments;
- (4) Organizing and holding transnational academic exchanges

(symposia), forum activities, promotions and exhibitions;

(5) Organizing members to carry out cross-border inspections, exchanges, study tours and other activities;

(6) General election of the Council;

(7) Establishment, change and cancellation of offices in each cooperating country (region);

(8) Other major matters that need to be reported for instructions.

Article XLV The Consortium adheres to the principles of honesty and trustworthiness and abides by the non-profit principle, and in accordance with the principle of openness and transparency, timely discloses information (such as the reviewed and approved Constitution; the situation of receiving donations and grants; annual work; various systems; audit reports on annual or relevant changes, etc.) and fulfills the obligation of information disclosure.

Chapter VI Termination of the Consortium

Article XLVI

The Consortium shall be terminated under any of the following circumstances:

(1) Completion of the purpose stipulated by the Constitution;

(2) Dissolution Resolved by the Consortium Member Congress;

(3) Need for dissolution due to division or merger;

(4) Termination due to other reasons.

Article XLVII If the Consortium is to be terminated, it shall be publicly announced to all members within 15 days after being voted and

passed by the Consortium Member Congress and filed with the professional guidance unit.

Article XLVIII Before the termination of the Consortium, a liquidation organization shall be established under the guidance of the industry management department, professional guidance unit and other relevant organs to settle claims and debts and handle the aftermath.

The remaining property after the termination of the Consortium shall be disposed of in accordance with the provisions of the corresponding country.

Article XLIX During the liquidation period of the Consortium, no activities other than liquidation shall be carried out; within 15 days from the date of the completion of liquidation, an application for cancellation registration signed by the chief person in charge of the Consortium and a liquidation report shall be submitted, the liquidation results shall be announced to all members, and filed with the professional guidance unit.

Chapter VII Supplementary Provisions

Article L The right to interpret this Constitution resides with the Council of the Consortium.

Article LI The amendment of this Constitution shall be voted and passed by the Council and then submitted to the Consortium Member Congress for deliberation and approval. Within 30 days after the deliberation and approval, the opinions of the core members of various countries shall be solicited and filed for the record.

Article LII If the provisions of this Constitution are inconsistent with the laws, regulations, rules and policies of the country (region)

where the member unit is located, the local relevant provisions shall prevail; matters not covered shall be implemented in accordance with the relevant provisions of each cooperating country (region). The cooperation agreements signed by the Consortium with relevant units of various countries shall not be inconsistent with this Constitution.

Article LIII This Constitution has two versions in Chinese and English, both of which have the same legal effect; in case of any inconsistency in the understanding of the clauses, the Chinese version shall prevail.

Article LIV This Constitution shall come into force on the date of the establishment of the Consortium.