

Pony AI Inc.

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

(Adopted by the Company pursuant to a resolution passed at the meeting of the board of directors (the “Board”) on October 23, 2025)

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 Pursuant to Article 98 of the Company’s Ninth Amended and Restated Memorandum and Articles of Association (the “**Articles**”) and the Undertaking for Interim Compliance (as defined in the prospectus issued by the Company dated October 28, 2025), the provisions for a shareholder (the “**Shareholder(s)**”) to propose a person for election as a director of the Company set out that the Company may by Ordinary Resolution (as defined in the Articles) appoint any person to be a director of the Company (the “**Director(s)**”).

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a Director at the general meeting, he/she shall lodge a written notice (the “**Notice**”) at the head office or at the principal place of business in Hong Kong.

- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.
- 3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Pursuant to the Company's Articles and the Undertaking for Interim Compliance, Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company in the following manner:

The Chairman or a majority of the Directors may call general meetings, and they shall on a Shareholder's requisition forthwith proceed to convene an extraordinary general meeting of the Company and such Shareholder may add resolutions to the meeting agenda.

A Shareholder's requisition is a requisition of Shareholder(s) holding, on the date of deposit of the requisition in aggregate, not less than one-tenth (1/10) of the paid up capital of the Company, on a one vote per share basis, that as at the date of the deposit carry the right to vote at general meetings of the Company (excluding treasury shares, if any).

A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

(If there is any inconsistency between the English and Chinese version of this document, the English version shall prevail.)