

**Zhihu Inc.**  
**知乎**  
(the “Company”)

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

(Adopted by the Board of Directors of the Company and effective on May 24, 2023)

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company shall be to develop and recommend to the Board a set of corporate governance principles applicable to the Company and to oversee the environmental, social, and governance (“**ESG**”) matters relevant to the Company.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of two or more independent non-executive directors as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) (as amended from time to time), as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange, the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee, who must be an independent non-executive director, shall be designated by the Board; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in (i) the relevant requirement of the NYSE Listed Company Manual, (ii) the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Hong Kong Listing Rules (as amended from time to time) and (ii) Rules 8A.29 and 8A.30 of the Hong Kong Listing Rules (as amended from time to time), in addition to the authorities and responsibilities as set out below.

##### A. *Corporate Governance*

The following duties and responsibilities with respect to corporate governance are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (the “**SEC**”), the New York Stock Exchange, the Securities and Futures Commission of Hong Kong (the “**SFC**”), and the Hong Kong Stock Exchange, or any other applicable regulatory authority:

- (a) develop, review and assess periodically, and at least annually, the adequacy of the Company’s policies and practices on corporate governance to assure that they are appropriate for the Company and comply with the requirements of the Nasdaq Stock Market and the Hong Kong Stock Exchange and make recommendations to the Board;
- (b) review and monitor the training and continuous professional development of directors and senior management;
- (c) review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to directors and employees;
- (e) review the Company’s compliance with the CG Code and disclosure in the corporate governance report;
- (f) review and monitor whether the Company is operated and managed for the benefit of all of its shareholders;
- (g) confirm, on an annual basis, that the beneficiaries of weighted voting right have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Hong Kong Listing Rules have occurred during the relevant financial year;
- (h) confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Hong Kong Listing Rules throughout the year;
- (i) review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;

- (j) review and monitor all risks related to the Company's weighted voting right structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;
- (k) make a recommendation to the Board as to the appointment or removal of the compliance adviser;
- (l) seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of Rule 8A.35 of the Hong Kong Listing Rules;
- (m) report on the work of the Committee on at least a half-yearly and annual basis covering all areas of its terms of reference;
- (n) disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (k) above in the report referred to in sub-paragraph (m) above;
- (o) advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken; and
- (p) consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

**B. *ESG Matters***

The Committee shall have the following duties and responsibilities with respect to overseeing the ESG matters relevant to the Company, such as environmental sustainability, business ethics, product safety and service quality, employee training and development, diversity and inclusion, community support, privacy and data security, climate change and corporate social responsibility:

- (a) guide and review the formulation of the Company's ESG vision, strategies and plans, and report and make recommendations to the Board accordingly;
- (b) assist the Board in identifying and evaluating the Company's ESG-related risks and opportunities;
- (c) review the progress of the Company's ESG-related practice and internal control system, and report the appropriateness and effectiveness of such practice and system and make recommendations to the Board;
- (d) review and supervise the objectives and implementation of the Company's ESG-related work and report and make recommendations to the Board;

- (e) review and guide the Company's ESG reports and other material public disclosure and reporting related to the ESG matters, and report and make recommendations to the Board; and
- (f) address other matters authorized by the Board from time to time.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable law.

This Charter is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese version of this Charter, the English version shall prevail over the traditional Chinese version.