Rules of Procedure of the Audit Committee of the Board of Sinotrans Limited (Amended in September 2025)

CHAPTER 1 GENERAL

Article 1 In order to strengthen the decision-making function of the board of directors (the "**Board**") of Sinotrans Limited (the "**Company**" or the "**Listed Company**"), enhance internal supervision and risk control, improve the corporate governance structure of the Company, and regulate the audit work of the Company, the Company has established the Audit Committee of the Board and formulated these rules of procedure (the "**Rules**") in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**SEHK Listing Rules**"), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the "**SSE Listing Rules**") (the aforementioned listing rules are collectively referred to as the "**Listing Rules of the Places of Listing**") and other relevant regulations as well as the requirements of the Articles of Association of Sinotrans Limited (the "**Articles of Association**").

Article 2 The Audit Committee is a dedicated working body under the Board, and is mainly responsible for reviewing the financial reporting procedures, internal audit and internal control systems of the Company.

Members of the Audit Committee shall maintain sufficient time and energy to perform the duties of the Committee, diligently and effectively supervise the external audit of the Company, and guide the internal audit of the Company, to procure the Company to establish effective internal control and provide truthful, accurate and complete financial reports.

The Company shall provide necessary working conditions and engage professionals or organizations to handle daily operation including liaison, organization of meetings, preparation of materials and documentation for the Audit Committee. The management and relevant departments of the Company shall provide supports when the Audit Committee performs its duties.

Article 3 The Audit Committee shall be responsible to the Board and report its work to the Board. The proposals of the Audit Committee shall be submitted to the Board for consideration and approval.

CHAPTER 2
COMPOSITION OF THE AUDIT COMMITTEE

Article 4 The Audit Committee shall comprise four non-executive directors, and the members shall be directors who are not the senior officers of the Company. A majority of them shall be independent directors, and all members shall have the expertise and business experience competent for performing the duties of the Audit Committee. In the event that the number of members of the Committee falls below the quorum hereunder, the vacancy shall be filled in accordance with these Rules.

Article 5 Members of the Audit Committee shall be nominated by the chairman of the Board, elected by the Board and approved by a majority of the Board members. Where a proposal on election of member is passed, the newly elected member shall assume office immediately after the conclusion of the Board meeting.

Article 6 The Audit Committee shall have one convener, who shall be an independent director. The convener shall be responsible for taking charge of the work of the Committee. The convener of the Audit Committee shall be an accounting professional. The convener shall be nominated by the chairman of the Board and considered and approved by the Board.

Article 7 The term of office of the Audit Committee shall be consistent with that of the Board. A member of the Audit Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. During the period, any member of the Committee who no longer holds office as a director of the Company shall automatically cease to be a member of the Committee and the vacancy shall be filled by the Committee in accordance with the provisions under the aforesaid Articles 4 to 6.

Article 8 A member of the Committee may tender a resignation before the expiry of his/her term of office. The resignation report shall contain necessary explanations on reasons for the resignation and the matters which need to be brought to the attention of the Board.

The Board shall conduct regular assessment on the independence and performance of the members of the Audit Committee, and may replace those who are no longer qualified to hold their positions when necessary. Members of the Committee are subject to adjustments during their terms, if so proposed by the chairman of the Board and considered and passed by the Board.

CHAPTER 3
TERMS OF REFERENCE OF THE AUDIT COMMITTEE

Article 9 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audit work and internal control, and its specific duties include:

(1) to supervise and evaluate the work of external auditors;

(2) to supervise and evaluate the internal audit work;

(3) to review and make recommendations on the financial reports of the Company;

(4) to supervise and evaluate the effectiveness of financial control, risk management (concerning legal and compliance risks, etc.) and internal control;

(5) to facilitate communications between the management, internal audit department and relevant departments of the Company and external auditors;

(6) to review the arrangements that the employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other aspects, and to ensure that the Company carries out fair and independent investigation and takes appropriate actions on the above matters;

(7) other matters authorized by the Board and other matters prescribed in relevant laws and regulations including the Listing Rules of the Places of Listing.

The Audit Committee shall exercise the powers and functions of the Supervisory Committee as prescribed by the Company Law.

Article 10 The Audit Committee supervises and evaluates the work of external auditors:

(1) to evaluate the independence and professional competency of external auditors, particularly the impact on its independence of non-audit services provided by such external auditors; to assess the work of external auditing personnel and monitor the independence, objectivity, and the effectiveness, quality and results of the working procedure of such personnel;

(2) to make recommendations to the Board on the appointment or change of external auditors; to propose to the Board on the appointment, re-appointment or change of external auditors, handle any matters in relation to resignation or removal of the external auditors, and approve the engagement contracts and audit fees of the external auditors concerned, and to review audit fees and engagement terms of the external auditor which should not be unduly influenced by the major shareholders, de facto controllers or directors and senior management of the Company;

(3) to discuss and communicate with the external auditors on the audit scope, audit plan, audit method and major issues identified in the audit;

(4) to monitor and evaluate diligence and conscientiousness of the external auditors; to urge external audit institutions to be honest, trustworthy, diligent, and responsible, strictly abide by business rules and industry self-discipline standards, strictly implement internal control systems, examine and verify the financial and accounting reports of the Company, fulfill special care obligations, and prudently express professional opinions.

The Audit Committee shall meet with the external auditors for separate communication at least once a year without the attendance of the management. The secretary to the Board may attend the meeting as an observer.

Article 11 The Audit Committee shall supervise and evaluate the internal audit work:

(1) to guide and supervise the establishment and implementation of the internal audit system;

(2) to review the annual internal audit plan of the Company;

(3) to supervise the implementation of the Company's internal audit plan;

(4) to review the internal audit reports, evaluate the results of internal audit, and supervise the rectification of major issues;

(5) to promote the effective operation of the internal audit department;

(6) to ensure that the Company's audit function is adequately resourced and has appropriate standing within the Company;

(7) to make recommendations on the appointment and removal of the head of the internal audit department of the Company;

(8) to report to the Board on the progress and quality of the internal audit work and any significant issues found, etc.

The Company's internal audit department shall report to the Audit Committee. Any audit reports, plans for rectification of audit issues and rectification progress shall be forwarded to the Audit Committee while being submitted to the management.

Article 12 The Audit Committee shall review the financial reports of the Company:

(1) to review the Company's financial status, accounting policies and relevant practices;

(2) to review and examine the Company's financial statements and financial reports (including annual reports, interim reports and quarterly reports) as well as accounts, and to opine on the truthfulness, completeness and accuracy of the financial reports, as well as the compliance with accounting standards and provisions on financial reporting under the SEHK Listing Rules and the laws;

(3) to focus on significant accounting and audit issues in the Company's financial reports, including adjustments for significant accounting errors, changes in major accounting policies and estimates, matters involving significant accounting judgments, going concern assumptions and any qualified opinions, and matters resulting in non-standard unqualified audit reports, etc.;

(4) to pay special attention to the possibility of fraud, corruption and material misstatement in relation to financial reports;

(5) to supervise the rectification of issues contained in the financial reports.

The Audit Committee should meet, at least twice a year, with the Company's auditors in respect of the aforesaid reports. Moreover, the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and financial statements, and it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial function, internal auditors, compliance officers or external auditors.

Article 13 The Audit Committee evaluates the effectiveness of internal control:

(1) to assess the appropriateness of the financial control, risk management (concerning legal and compliance risks, etc.) and the design of the internal control systems of the Company; to discuss the financial control, risk management (concerning legal, compliance risk, etc.) and internal control systems with management to ensure that the management has performed its duties and established effective financial control, risk management (concerning legal, compliance risk, etc.) and internal control systems;

(2) to review the self-evaluation reports on internal control;

(3) to review the internal control audit report issued by the external auditors, and communicate with the external auditors on issues identified and the relevant rectification methods; to review the audit statements issued by external auditors to the management, any material queries raised by the auditors to the management on accounting records, financial accounts or the control systems and the management's replies; to procure the Board to make a timely response to the matters cited in the audit statements the external auditors issued to the management;

(4) to evaluate the results of internal control assessment and audit, and supervise the rectification of deficiencies in respect of internal control; to research on major investigation findings in relation to risk management (concerning legal and compliance risks, etc.) and internal control matters as well as the management's replies thereto on its own initiative or as delegated by the Board;

(5) where an internal audit function exists, the Audit Committee shall ensure collaborative work between the internal and external auditors, and that the internal audit function is adequately resourced and has appropriate standing within the Company; and review and monitor its effectiveness.

Article 14 The Audit Committee facilitates communications between the management, internal audit department and relevant departments of the Company and external auditors:

(1) to facilitate the communication of the management with the external auditors on major audit issues;

(2) to facilitate the communication between the internal audit department and the external auditors and coordinate with the external audit work.

Article 15 The Audit Committee shall report to the Board on any matters where action or improvement it deems necessary and make corresponding recommendations.

Article 16 The Audit Committee under the Board of the Company is responsible for auditing and disclosing the financial information of the Company, supervising and evaluating the internal and external auditing work and internal control, and the following matters shall be submitted to the Board for deliberation after obtaining the consent by a majority of all members of the Audit Committee:

1. disclosure of the financial information in the financial accounting reports and regular reports, as well as internal control evaluation reports;

2. appointment or removal of the accounting firms undertaking audits of the Company;

3. appointment or removal of financial officers of the Company;

4. change of accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;

5. other matters specified by laws, administrative regulations, the provisions of the China Securities Regulatory Commission and the Articles of Association.

Article 17 The Audit Committee has the right to engage independent consultants, legal advisers and other intermediaries to provide professional advice at the expense of the Company as it deems necessary.

Article 18 In the event of appointment or change of external auditors by the Company, relevant proposal shall not be considered by the Board until deliberations and recommendations of the Audit Committee are presented to the Board.

Article 19 The duties of the convener of the Audit Committee include:

(1) to convene and preside over meetings of the Committee;

(2) to supervise and examine the operations of the Committee;

(3) to sign relevant documents of the Committee;

(4) to report to the Board on the operations of the Committee;

(5) other duties as requested by the Board.

Where the chairman of the Audit Committee is unable to or refuses to perform his/her duties, a member in the capacity of an independent director shall be designated to perform such duties on his/her behalf.

Article 20 The working organ of the Audit Committee shall be responsible for the preliminary preparation work for the consideration and decision-making of the Audit Committee, and shall provide relevant written materials of the Company:

(1) relevant financial reports and matters on information disclosures of the Company;

(2) the annual work plan of the internal audit department and the work report of the internal audit department;

(3) contracts (draft) with external auditors and relevant work reports;

(4) the self-evaluation report on the internal control system of the Company;

(5) audit reports on significant related-party transactions of the Company;

(6) other relevant matters.

CHAPTER 4
MEETINGS OF THE AUDIT COMMITTEE

Article 21 Meetings of the Audit Committee shall comprise regular meetings and extraordinary meetings, which shall be convened and presided over by the convener of the Audit Committee.

Regular meetings shall be held at least four times per year at quarterly intervals, and written notice shall be given to all members seven days prior to the meeting. In case of emergency, the convening of meetings of the Audit Committee is not subject to the above time requirement. An extraordinary meeting shall be held within seven days with notice to all members three days prior to the meeting in case of any of the following circumstances:

(1) when deemed necessary by the Board;

(2) when deemed necessary by the convener;

(3) when proposed by two or more members of the Audit Committee.

Article 22 The notice and meeting affairs of the Committee shall be arranged by the secretary to the Board. The notice of meeting shall specify the convening time, venue, session, agenda, topics, issuing date of the notice, name and contact information of the contact person, etc. Members of the Committee shall make timely confirmation and reply on relevant information (including but not limited to attendance, scheduling, etc.) as appropriate upon receipt of the notice of the meeting.

Article 23 A meeting of the Committee shall not be held unless two-thirds or more of the members are present. Members of the Audit Committee shall attend the meetings in person and express explicit opinions on the matters subject to consideration. A member unable to be present in person for special reasons may appoint another member of the Committee by the power of attorney as duly signed to attend the meeting and express opinions on his/her behalf. The power of attorney shall specify, among other things, the name of the principal, the name of the proxy, the scope of authorizations, the validity period of authorizations and the voting instructions on proposals. Each member shall only be entrusted by one member. Where a member unable to be present in person for any reason is an independent director, his/her attending proxy shall also be an independent director.

Members attending the meeting as proxies shall exercise their rights within the given authority. Where a member fails to attend a meeting of the Committee in person or authorize another member to exercise his/her rights on his/her behalf, nor does he/she submit any written opinion prior to the meeting, he/she shall be deemed to have waived his/her rights.

Any member unable to attend the meeting in person may exercise his/her rights by presenting a written opinion on the matter to be considered; provided that such written opinion shall be delivered to the secretary to the Board not later than the commencement of the meeting.

Article 24 Any member of the Committee failing to attend meetings in person for three consecutive times without justifiable reasons, shall be deemed to be incapable of performing the duties as a member of the Audit Committee, and be subject to replacement by the Board in accordance with these Rules.

CHAPTER 5
PROCEEDINGS OF THE AUDIT COMMITTEE

Article 25 Each member of the Audit Committee shall have one ballot for voting. Resolutions of the meetings shall be passed by more than half of all members. In the event that no effective review opinion is concluded due to the abstention from voting of any member of the Audit Committee, the underlying matter shall be directly considered by the Board.

Article 26 Meetings of the Committee shall normally be convened in the form of on-site meetings. In special circumstances, a meeting may be convened by way of correspondence upon consent by the convener, provided that members of the Committee are fully endorsed to express their views. In case of a correspondence meeting, members of the Committee shall submit written opinions on matters to be considered to the Board within the period specified in the notice of the meeting.

Article 27 The secretary to the Board shall be present at the meetings of the Audit Committee; and other directors and senior management members of the Company may be invited to be present at such meetings when necessary.

Article 28 The Audit Committee may invite representatives of external auditors, and internal audit staff, financial personnel, legal advisers as well as other relevant persons to be present at its meeting and provide necessary information as it deems necessary.

Article 29 The convening procedures and voting method of the Audit Committee as well as proposals passed thereat shall comply with relevant laws, administrative regulations, the Listing Rules of the Places of Listing, the Articles of Association and these Rules.

Article 30 The Audit Committee shall prepare minutes of its meetings in accordance with the regulations, which shall be signed by its members present at the meetings and other attendees; the minutes shall be kept by the secretary to the Board. Draft and final versions of minutes of the meetings shall be sent to all Committee members within 14 days after the meetings.

Article 31 Where any member of the Committee has a stake in any matter to be considered by the Committee, such member shall abstain from voting.

Article 32 Proposals approved at the meetings and voting results of the Audit Committee shall be reported to the Board in writing. In the case that it is difficult to reach an agreement on a proposal, the different opinions shall be submitted to the Board with explanations.

Article 33 Members attending the meeting and other attendees shall be obliged to keep confidential the matters considered at the meeting and shall not disclose relevant information without authorization.

Article 34 The convening procedures and voting method of the meetings of the Audit Committee as well as the proposals approved thereat shall comply with relevant laws, administrative regulations, the Listing Rules of the Places of Listing, the Articles of Association and these Rules.

CHAPTER 6
INFORMATION DISCLOSURE

Article 35 The Company shall disclose information on members of the Audit Committee, including their composition, professional background and working experience in the last five years and changes of members of the Audit Committee.

Article 36 The Company shall disclose the annual performance of the Audit Committee mainly including its performance of duties and meetings of the Audit Committee on the website of the stock exchanges while disclosing its annual report.

Article 37 Where any material issue identified by the Audit Committee in the course of performing its duties falls within information disclosure standards under the SSE Listing Rules and the SEHK Listing Rules, the Company shall disclose such issue and its rectification in a timely manner.

Article 38 Where any opinion on a matter within its terms of reference presented by the Audit Committee is not adopted by the Board, the Company shall make information disclosure on such matter and give full description on the reasons therefor.

Article 39 The Company shall disclose the special opinions issued by the Audit Committee on major events of the Company in accordance with the laws, administrative regulations, departmental rules, the SSE Listing Rules, the SEHK Listing Rules and relevant normative documents.

CHAPTER 7
SUPPLEMENTARY PROVISIONS

Article 40 These Rules shall come into effect after being considered and approved by the Board of the Company.

Article 41 Any matter not covered herein shall be implemented in accordance with relevant laws, administrative regulations and normative documents of the PRC, the Listing Rules of the Places of Listing, the Articles of Association and the Rules of Procedure of the Board of Directors; in case of any conflict between these Rules and any laws, administrative regulations, normative documents and the Listing Rules of the Places of Listing to be promulgated in the PRC in future, or the Articles of Association and the Rules of Procedure of the Board of Directors as amended through valid procedures, the latter shall prevail and these Rules shall be amended immediately and submitted to the Board for consideration and approval.

Article 42 The Board of the Company shall be responsible for the interpretation and amendment of these Rules. These Rules are prepared in both Chinese and English, with both versions under equal legal effect. In case of any discrepancy or inconsistency between the two versions, the Chinese version shall prevail.