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

CHAPTER 1 GENERAL

Article 1 In order to further improve the corporate governance structure of Sinotrans Limited (the "**Company**"), the Company has formulated these rules of procedures (the "**Rules**") in accordance with the Company Law, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the "**SSE Listing Rules**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**HKEX Listing Rules**") (collectively referred to as the "**Listing Rules of the Listing Places**") and other relevant laws, administrative regulations and normative documents, as well as the requirements of the articles of association of the Company (the "**Articles of Association**").

Article 2 The nomination committee of the Company (the "**Nomination Committee**") is a special committee under the board of directors of the Company (the "**Board**") and is accountable to the Board. The Nomination Committee is responsible for selecting and making recommendations on the candidates, selection criteria, and procedures for the directors, general managers and such other senior management of the Company as specified in the Articles of Association, as well as assessing the independence of independent directors.

CHAPTER 2 COMPOSITION OF THE NOMINATION COMMITTEE

Article 3 The Nomination Committee shall consist of five directors, with independent directors constituting a simple majority of the members and serving as conveners. The members of the Nomination Committee shall be nominated by the chairman of the Board, elected by the Board, and approved by a majority vote of all directors. If a proposal relating to re-election of a member is approved, the newly elected member shall take office immediately upon the conclusion of relevant Board meeting. The Nomination Committee shall appoint at least one director of a different gender.

Article 4 The Nomination Committee shall have one convener, who shall be an independent director and be responsible for convening and presiding over the meetings of the Nomination Committee. The convener shall be nominated by the chairman of the Board and considered and approved by the Board. The convener of the Nomination Committee shall exercise the following powers:

(1) To preside over the work of the Nomination Committee;

(2) To convene and preside over the regular and extraordinary meetings of the Nomination Committee;

(3) To supervise and inspect the implementation of resolutions adopted at meetings of the Nomination Committee;

(4) To execute important documents of the Nomination Committee;

(5) To report to the Board on work of the Committee;

(6) Other powers authorized by the Board.

Article 5 The terms of office of members of the Nomination Committee shall be consistent with those of directors. A member of the Nomination Committee may serve consecutive terms if re- elected upon the expiry of his/her term of office. Before the expiry of his/her term of office, 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 Board in accordance with the provisions under Articles 3 of these Rules.

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.

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.

Article 6 The Nomination Committee shall have one secretary, acted by the secretary to the Board.

CHAPTER 3 DUTIES AND AUTHORIZATION OF THE NOMINATION COMMITTEE

Article 7 The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management, and for screening and reviewing candidates for directors and senior management and qualifications thereof. The main duties and authorization of the Nomination Committee include, among others:

(1) To review the structure, size and composition of the Board (including skills, knowledge, and experience) annually, assist the Board in preparing a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) To make recommendations to the Board in respect of studying and determining the criteria, procedures and methods of selecting directors, general managers and other senior management of the Company;

(3) To extensively identify for qualified candidates for directors, general managers and other senior management, conduct candidate assessment, and submit written assessment opinions to the Board;

(4) To make recommendations to the Board on the nomination or dismissal of directors and the succession plan for directors;

(5) To assess the independence of independent directors;

(6) To engage or dismiss senior management;

(7) To assist the Company in regularly assessing the Board's performance;

(8) Other matters authorized by the Board.

When studying and determining the size and composition of the Board and senior management, and identifying for and proposing candidates for directors and senior management, the Nomination Committee should consider the board diversity from multiple perspectives, including but not limited to gender, age, cultural and educational background or professional experience, based on the Company's business model and specific needs.

If the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the board resolution and arrange information disclosure accordingly.

Article 8 Board diversity policy

(1) When performing its relevant duties, the Nomination Committee shall take into account the board diversity policy specified in this Article, be responsible for monitoring the implementation of the policy and reviewing the policy on a regular basis, and propose revisions to the Board when necessary to ensure that it is in line with the Company's long-term interests.

(2) When reviewing the size and composition of the Board, identifying for and proposing director candidates, the Nomination Committee shall consider relevant factors to achieve diversity among Board members based on the Company's business model and specific needs. The Nomination Committee may consider Board member diversity from multiple perspectives, including but not limited to gender, age, cultural and educational background, race, professional qualifications and experience, skills, knowledge and tenure. After a comprehensive consideration of the aforementioned relevant factors, the Nomination Committee shall make final appointment recommendations to the Board based on the strengths of the director candidates and the contributions they can make to the Board.

Article 9 During the performance of its duties, the Nomination Committee may, as needed, invite individuals with relevant experience and experts from independent professional consulting institutions to attend meetings or convene expert review meetings. The costs associated with such activities shall be borne by the Company.

Article 10 Director nomination policy

(1) The Nomination Committee shall actively study the Company's needs for directors, and relevant departments shall actively cooperate with the Nomination Committee and produce written materials in respect thereof;

(2) The Nomination Committee may search for director candidates internally within the Company, its subsidiaries (or joint ventures or associates), and from the labor market;

(3) The Nomination Committee shall collect information on the occupational background, education, professional titles, detailed work experience, and all part-time positions of the preliminary candidates, and produce written materials in respect thereof;

(4) The Nomination Committee shall fully consider the opinions of the nominees regarding their nominations;

(5) The Nomination Committee shall convene a meeting of the Nomination Committee to conduct a qualification review on the preliminary candidates based on the eligibility criteria for directors;

(6) Prior to election of new directors, the Nomination Committee shall submit to the Board recommendations and relevant materials regarding director candidates;

(7) The Nomination Committee shall carry out other follow-up work in accordance with the decisions and feedback from the Board.

Article 11 If the Board reviews and approves the nomination proposed by the Nomination Committee, and proposes a resolution at a general meeting in relation to selecting the candidate as an independent director of the the Company, the circular and/or explanatory letter accompanying the notice of the general meeting shall state the reasons why the Board believes that the person should be appointed and why they believe that the person is an independent person.

Article 12 The Company shall establish a support and liaison department for the Nomination Committee, responsible for preparation of meeting notices and documents, daily communication with convener of the Nomination Committee, preparation and submission of meeting minutes and resolutions, and other routine tasks.

The secretary to the Board is responsible for issuing meeting notices, maintaining meeting minutes and resolutions, and working with the support and liaison department for specific tasks relating to meeting preparation and organization. The secretary to the Board is responsible for coordinating the work of the Nomination Committee and its support and liaison department and attends meetings of the Nomination Committee.

CHAPTER 4 RULES OF PROCEDURE OF THE NOMINATION COMMITTEE

Article 13 Meetings of the Nomination Committee shall be divided into regular meetings and extraordinary meetings. Meetings shall be presided over by the convener. If the convener is unable to attend, he/she may delegate another member (who must be an independent director) to chair the meeting.

Article 14 The Nomination Committee shall hold at least one regular meeting annually, with notice given to all members at least seven days prior to the meeting. In urgent circumstances, the Nomination Committee meeting may be convened without being subject to the time restrictions set out above.

Article 15 In case of any of the following circumstances, an extraordinary meeting shall be convened within seven days, with notice given to all members at least three days prior to the meeting:

(1) A proposal from the Board;

(2) A proposal from the convener of the Committee;

(3) A proposal from two or more members of the Committee.

An extraordinary meeting may be held by way of voting by correspondences or written resolutions signed by all members of the Committee. However, the opinions, recommendations or voting results of the committee members shall be delivered to the secretary to the Board in writing on the day of the meeting, and the original documents shall be mailed to the secretary to the Board within three days. An extraordinary meeting convened to review matters where the Nomination Committee deems that major shareholders or directors have material conflicts of interest shall not be convened by way of voting by correspondences.

Article 16 Meeting notice and related documents shall be delivered to all committee members and relevant persons invited to attend the meeting at least three days prior to the convening of the meeting, which shall set out:

(1) The venue , date, time and manner of the meeting;

(2) The agenda, topics, and related information and documents of the meeting;

(3) The issuing date of the notice.

Committee members shall confirm receipt of the meeting notice and provide feedback, including but not limited to whether they will attend the meeting, travel arrangements and other information in a timely and appropriate manner.

Article 17 A meeting shall be held by the Nomination Committee only if at least two-thirds of the committee members are present. Voting at the meeting shall be conducted by a show of hands or by poll. Members who are unable to attend the meeting may vote by correspondence. Each member shall have one vote. A resolution of the Nomination Committee shall be adopted by a majority vote of all committee members.

Article 18 Members may present at the meetings of the Nomination Committee in person or by teleconference or similar communication devices. For failure of attending the meeting for any grounds, a member may authorize another committee member in writing to attend the meeting and vote on his/her behalf. The letter of authorization shall clearly state name of authorizing party, name of proxy, scope of authorization, authority granted, duration of authorization, and voting instructions on proposals.

If a member fails to attend meetings of the Nomination Committee in person for three consecutive times without justifiable reasons, he/she shall be deemed unable to perform his/her duties as a member of the Nomination Committee, and the Board may adjust the membership of the committee according to the relevant provisions of these Rules.

Article 19 The secretary to the Board shall attend meetings of the Nomination Committee and may invite directors and senior management of the Company to attend meetings when necessary.

Article 20 When a meeting is convened by the Nomination Committee to discuss matters related to the members thereof, the relevant members shall abstain from voting.

Article 21 The Company shall provide the necessary funds and other resources for the Nomination Committee to perform its duties. If necessary, the Nomination Committee may engage intermediaries to provide professional advice for its decision-making, and the reasonable expenses incurred shall be borne by the Company.

Article 22 Minutes shall be maintained for meetings held by the Nomination Committee. Presenting members shall sign the minutes which shall be maintained by the secretary to the Board for inspection by directors at any time. The meeting minutes of the Nomination Committee shall be kept as corporate filings of the Company for a period of no less than 10 years.

Article 23 All presenting persons shall have a duty of confidentiality regarding the transactions considered at the meeting and shall not disclose relevant information without authorization.

Article 24 Resolutions adopted at meetings of the Nomination Committee and voting results in respect thereof 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 along with an explanation.

Article 25 The convening procedures and voting method of the meetings of the Nomination Committee as well as the proposals approved thereat shall comply with relevant laws, administrative regulations, the Articles of Association and these Rules.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 26 In the event of any matters not covered by these Rules or any conflicts between these Rules and any laws, administrative regulations, Listing Rules of the Listing Places, or the Articles of Association and the Procedural Rules for the Board of Directors promulgated or amended after the effective date of these Rules, the provisions of the laws, administrative regulations, Listing Rules of the Listing Places, the Articles of Association and the Procedural Rules for the Board of Directors shall prevail.

Article 27 These Rules shall take effect from the date of adoption of the resolution by the Board of the Company.

Article 28 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, both versions of which shall be of legal effect. In the event of any conflict or inconsistency between the two versions, the Chinese version shall prevail.