

**GUANGZHOU AUTOMOBILE GROUP CO., LTD.**  
**Implementation Rules for Audit Committee of the Board**  
(revised in December 2025)

**Chapter 1 General Provisions**

**Article 1** In order to fully leverage the audit, supervisory and evaluation functions of Audit Committee (the “Audit Committee”) of the board of Guangzhou Automobile Group Co., Ltd. (the “Group”), and to ensure the Audit Committee is able to effectively exercise the functions and powers of the supervisory committee as stipulated in the Company Law of the People’s Republic of China, the rules are formulated in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies in China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Self-Regulatory Guidelines for Listed Companies No. 1 – Standardized Operation (revised in May 2025) of the Shanghai Stock Exchange, and other relevant national laws, regulations, regulatory policies or guidelines, as well as the Articles of Association of Guangzhou Automobile Group Co., Ltd. (the “Articles of Association”), and in conjunction with the actual operation of the Group.

**Article 2** The Audit Committee is a special working committee established by the board, which shall be mainly responsible for reviewing the Group’s financial information and its disclosure, supervising and evaluating the Group’s internal and external auditors, internal control, risk management, and compliance management, and exercising the functions and powers of the supervisory committee as stipulated in the Company Law of the People’s Republic of China, as well as undertaking necessary internal and external communication and coordination works.

**Article 3** The Audit Committee shall be accountable to the board and provide professional opinion to the board or decide upon professional matters in accordance with the power authorized by the board.

**Article 4** The Group’s audit department undertakes the daily work of the Audit Committee such as work liaison, conference organization, material preparation and file management. When the Audit Committee performs its duties, the Group’s management and relevant functional divisions shall cooperate accordingly, truthfully provide relevant information and materials to ensure that the performance of duties by the Audit Committee is not interfered with. Expenses required by the Audit Committee to exercise its functions and powers shall be borne by the Group.

**Chapter 2 Composition**

**Article 5** The Audit Committee comprises three members, which shall be non-executive directors who are not senior management of the Group. Among which, more than half shall be independent directors, and the professional accountant among such independent directors shall serve as the convener. Employee representatives who are members of the board of the Group may become members of the Audit Committee. Members of the Audit Committee shall possess the necessary professional knowledge, work experience and high standard of professional ethics to perform the

duties of the Audit Committee and shall ensure that they have sufficient time and energy to fulfill the duties, and continuously strengthen their learning and training in areas such as law, accounting and regulatory policies to enhance their ability to perform their duties.

The aforesaid professional accountant shall have extensive accounting expertise and experience and meet at least one of the following criteria:

- (1) being a qualified certified public accountant;
- (2) holding a senior professional title, associate professor title and above, or doctor's degree in accounting, auditing or financial management;
- (3) holding a senior professional title of economic management and more than five years of full time working experience in accounting, auditing, financial management and other professional positions.

**Article 6** Members of the Audit Committee shall be nominated by the chairman, over half of the independent directors or one-third of all directors and shall be elected by the board.

**Article 7** The Audit Committee shall have one convener, who shall preside over the work of the Audit Committee. The convener shall be elected by over half of all members of the Audit Committee and submitted to the board for approval.

**Article 8** The term of office of the members of the Audit Committee shall be three years in congruence with the term of other directors of the Group and the members may be re-elected upon the expiry of the current term of office but a member who is an independent director may not serve for more than six consecutive years. If during the term, any member of the Audit Committee no longer maintains the position as a director of the Company, he/she will automatically resign from the Audit Committee as and when he/she ceases to serve as a director and the election and replacement shall be appointed by the Audit Committee in accordance with Articles 5 to 7 of the rules. If the resignation of a member of the Audit Committee results in the number of the Audit Committee falling below the statutory minimum, the proportion of independent directors no longer complying with national laws and regulations or the Articles of Association, or the absence of professional accountant serving as a convener, the existing member shall continue to perform his/her duties until a new member is appointed.

**Article 9** Members of the Audit Committee shall be diligent and responsible, supervise and evaluate the Group's work in areas such as internal and external audit in a practical and efficient way, and procure the establishment of effective internal controls and the provision of truthful, accurate and complete financial reports.

### Chapter 3 Terms of Reference

**Article 10** The major terms of reference of the Audit Committee are:

- (1) to review, approve and give opinion on financial information in financial accounting reports and periodic reports;
- (2) to supervise and evaluate the work of the external audit firm and propose to engage or replace such a firm;
- (3) to supervise, evaluate and give opinion on the internal control, risk management, compliance management and internal audit work of the Group;
- (4) to make recommendations on the performance assessment of the person-in-charge of the audit department of the Group;
- (5) to coordinate the relationships among the Group's management, relevant functional divisions and external audit entities such as the cooperative accounting firm and national audit authority;
- (6) to exercise the functions and powers of the supervisory committee stipulated by the Company Law of the People's Republic of China;
- (7) other matters stipulated by national laws and regulations, listing regulatory policies, the Articles of Association and those authorized by the Group's board.

**Article 11** The following matters shall be submitted to the board for consideration only after being approved by more than half of all members of the Audit Committee:

- (1) to propose to publicly disclose the quarterly, semi-annual and annual reports of the Group and the financial information therein;
- (2) to appoint or dismiss the chief financial officer of the Group;
- (3) changes in accounting policies or accounting estimates, or corrections of material accounting errors, except those arising from changes in accounting standards;
- (4) to appoint or dismiss the accounting firm engaged to perform the annual A-share or H-share financial report audit and the annual A-share internal control audit for the Group;
- (5) the Group's annual work reports of internal audit and internal audit work plan;
- (6) the Group's annual assessment report of the internal control;
- (7) the Group's annual risk management report;

- (8) the Group's annual compliance management report;
- (9) other matters stipulated by national laws and regulations, listing regulatory policies or the Articles of Association.

**Article 12** The Audit Committee shall comment on the truthfulness, accuracy and completeness of the financial accounting reports, focusing on significant accounting and auditing issues in the Group's financial accounting reports, while paying special attention to the possibility of fraud, malpractice and material misstatement in relation to the financial accounting reports. It shall oversee the rectification of the issues in the financial accounting reports and timely disclose the completion status of the rectification actions.

**Article 13** The Audit Committee shall urge the appointed external audit firm to be honest, trustworthy and diligent, strictly comply with the business rules and industry self-discipline practices, strictly implement the Group's internal control system, verify and validate the Group's financial accounting reports, fulfil the duty of special care and prudently express professional opinions. The Audit Committee shall meet with the appointed external audit firm at least twice annually and shall annually submit an evaluation report on the performance of the appointed external audit firm to the board, as well as a report on the Audit Committee's supervision over the appointed external audit firm.

**Article 14** The Audit Committee shall guide and supervise the establishment and implementation of the internal audit system. It shall review the Group's annual internal audit work plan and work report. It shall also oversee the implementation of the internal audit plan, review relevant reports from the Group's audit department regarding internal audit work and provide necessary guidance, and report to the board on the progress and quality of internal audit work and major problems identified.

**Article 15** Unless otherwise provided by the national laws and regulations, the Audit Committee shall procure and guide the Group's audit department to organise inspections from time to time in respect of the following matters in accordance with the annual work plan and in light of the Group's actual operation. In case of any violation of the laws and regulations or operating irregularities identified etc. during the inspections, the Group shall promptly report to the listing regulatory authority:

- (1) implementation of significant matters including the Group's use of raised proceeds, provision of guarantees, related party transactions, securities investment and derivative transactions, provision of financial assistance, purchase or sale of assets and external investment, etc.;
- (2) large capital flows of the Group and the capital transactions with directors, senior management, controlling shareholders and de facto controllers and their respective related parties.

**Article 16** The Audit Committee shall urge the Group's audit department in assessing the risk conditions in key areas and critical processes of the Group's internal control system and may regularly organize the analysis of evaluation opinions and inspection results. Any internal control deficiencies identified through such inspections shall be reflected in the Group's annual internal control evaluation report.

**Article 17** If the Group has major internal control defects, or is identified as having financial fraud, fund misappropriation, unauthorized guarantees and other issues, the Audit Committee shall urge the Group to carry out such work including follow-up rectification and internal accountability. It shall also urge the Group to formulate rectification plans and measures and complete rectification within a time limit, and establish, improve, and strictly implement the internal accountability system.

**Article 18** The Audit Committee shall have the right to exercise the following functions and powers previously assigned to the Group's supervisory committee, in accordance with national laws and regulations, listing regulatory policies and the Articles of Association:

- (1) to review the Group's financial status;
- (2) to supervise the performance of duties by the Group's directors and senior management, with the right to require them to submit reports on the execution of their duties;
- (3) where the actions of the Group's directors or senior management violate national laws and regulations, listing regulatory policies, or the Articles of Association, and are detrimental to the Group's interests, the Audit Committee shall have the right to require the relevant directors and senior management to rectify such actions, notify the Group's board, report to the Group's general meeting, and may directly report to regulatory authorities;
- (4) to propose the convening of an interim meeting of the Group's board;
- (5) to propose the convening of an extraordinary general meeting of the Group, and shall convene and chair such meeting when the board fails to fulfill its statutory obligations to convene and preside over the general meeting;
- (6) to submit proposals to the Group's general meeting;
- (7) where a director or senior management other than the members of the Audit Committee violates national laws and regulations, listing regulatory policies, or the Articles of Association during the performance of their duties, causing losses to the Group, the Audit Committee shall have the right to accept a written request from shareholders holding 1% or more of the Group's shares individually or collectively for at least 180 consecutive days, to initiate litigation in the people's court;
- (8) other functions and powers prescribed by national laws and regulations, listing regulatory policies and the Articles of Association.

**Article 19** The Audit Committee shall annually report to the board on its annual performance prior to the Group's disclosure of the annual report. The report shall primarily include the composition of the Audit Committee, the convening of its meetings, and the performance of its duties during the reporting period, etc. The Group shall disclose the Audit Committee's annual performance report simultaneously with the annual report.

**Article 20** Where the Audit Committee submits opinions to the board of the Group on matters within its remit and the board does not adopt such opinions, the Group shall disclose the matter and provide a full explanation of the reasons.

#### **Chapter 4 Rules of Procedure**

**Article 21** The Audit Committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convener deems it necessary. The meeting of the Audit Committee shall not be held unless over two-thirds of the members attend the meeting.

**Article 22** The meeting of the Audit Committee shall, in principle, be held physically but may also be held via video, telephone or other means if necessary, provided that all attendees can fully communicate and express their opinions. In principle, notices, proposals and relevant materials for the Audit Committee shall be provided to its members no later than three days prior to the convening of the meeting of the Audit Committee.

For urgent matters, the aforesaid notice period for convening a meeting may be waived, but the convener shall give an explanation at the meeting.

**Article 23** The meeting shall be convened and presided over by the convener of the Audit Committee. When the convener of the Audit Committee is unable or refuses to perform his/her duties, a member who is an independent director shall be jointly elected by more than half of the members of the Audit Committee to preside over the relevant meeting.

**Article 24** Members of the Audit Committee shall attend the meetings of the Audit Committee in person, and express specific opinions on matters under consideration. If a member is unable to attend the meeting in person for any special reason, he/she shall review the meeting materials in advance, form specific opinion and record such opinion in the power of attorney, and authorise in writing another member to attend such meeting on his/her behalf. Each member of the Audit Committee may accept up to one member's authorisation, and the power of attorney shall specify the scope and duration of such authorisation. If a member who is an independent director is unable to attend the meeting for any reason, he/she shall authorise another member of the Audit Committee who is an independent director to attend such meeting on his/her behalf.

**Article 25** The Audit Committee may require representatives from external audit firms and heads of functional divisions such as the Group's board office, finance department, and audit & legal department to attend its meetings and provide necessary information when it deems necessary.

**Article 26** Each member of the Audit Committee shall have one vote and the resolutions passed in the meeting shall be approved by over half of all members. If any member of the Audit Committee is interested in the matters discussed at the meeting, he/she shall abstain from voting. If no effective opinions can be formed due to such abstention, the relevant matters shall be referred to the board of the Group for consideration.

**Article 27** Minutes shall be prepared for meetings of the Audit Committee in accordance with the relevant requirements. The minutes shall be true, accurate and complete, giving a full picture of the opinions expressed by the attendees on the matters under consideration. Members of the Audit Committee who attend the meeting shall sign their names on the the minutes.

**Article 28** Resolutions passed and voting results at meetings of the Audit Committee shall be reported to the board of the Group in writing.

**Article 29** Members of the Audit Committee attending the meeting and other persons present shall undertake confidentiality obligation for all matters discussed at the meeting, and shall not disclose relevant information without permission.

**Article 30** The minutes, resolutions, power of attorney and other related materials of the Audit Committee shall be properly kept for a period of not less than ten years.

## **Chapter 5 Supplementary Provisions**

**Article 31** The right to interpret the rules shall reside with the board of the Group.

**Article 32** Where there are matters or contents which are not covered by the rules or which are not in congruence with the latest national laws and regulations or listing regulatory policies, the provisions of such latest national laws, regulations, and listing regulatory policies shall prevail.

**Article 33** The rules shall come into effect upon issuance after being considered and approved by the board of the Group, and the “GUANGZHOU AUTOMOBILE GROUP CO., LTD. Implementation Rules for Audit Committee of the Board (revised)” that was issued on 28 September 2022 shall be repealed simultaneously.