



Audit Committee Charter

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Greenland Technologies Holding Corp

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Purpose of the Audit Committee

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board ”) of the Company is to oversee the accounting and financial reporting processes of the Company and its subsidiaries and consolidated affiliated entities and the audits of the financial statements of the Company.

Composition of the Committee

The Committee shall consist of two or more directors as determined from time to time by the Board. Each member of the Committee shall satisfy the “independence” requirements of Rule 5605(c)(2) of the Listing Rules of the Nasdaq Stock Market, as applicable, and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “ Exchange Act ”), and any additional requirements that the Board deems Appropriate.

The chairperson of the Committee 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.

Appointment and Membership Requirements

Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be designated by the Board to be an “audit committee financial expert,” within the meaning as adopted by the United States Securities and Exchange Commission (the “ SEC ”) pursuant to the Sarbanes-Oxley Act of 2002 (the “Act ”).

Meetings 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 every fiscal quarter. 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. The Committee should meet separately on a periodic basis with (i) management, (ii) the person in charge of the Company’s internal audit department or other personnel responsible for the internal audit function and (iii) the Company’s independent auditors, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

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.

Duties and Responsibilities of the Committee

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities 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 SEC, the NASDAQ, or any other applicable regulatory authority:

Selection, Evaluation and Oversight of the Auditors

1. Be directly responsible for the appointment, approval, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 20-F is referred to herein as the "independent auditors");
2. Review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Act and the SEC rules and regulations promulgated thereunder, all permitted non-audit engagements and relationships between the Company and such independent auditors (which approval should be made after receiving input from the Company's management, if desired); provided that approval of audit and permitted non-audit services shall be made by the Committee or by one or more members of the Committee as shall be designated by the Committee and the person(s) granting such approval shall report such approval to the Committee at the next scheduled meeting;
3. Review the performance of the Company's independent auditors, including the lead partner and reviewing partner of the independent auditors, and, in its sole discretion, make decisions regarding the replacement or termination of the independent auditors when circumstances warrant;
4. Evaluate the independence of the Company's independent auditors by, among other things:

- a. Obtaining and reviewing from the Company's independent auditors a formal written statement delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard 1;
- b. Actively engaging in a dialogue with the Company's independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;
- c. Taking, or recommending that the Board take, appropriate action to oversee the independence of the Company's independent auditors;
- d. Monitoring compliance by the Company's independent auditors with the audit partner rotation requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder;
- e. Monitoring compliance by the Company with the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and
- f. Engaging in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules

Oversight of Annual Audit and Quarterly Reviews

1. Review and discuss with the Company's independent auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;
2. Review with management, the Company's independent auditors and if appropriate, the person in charge of the Company's internal audit department, the following:
 - a. All critical accounting policies and practices to be used;
 - b. All alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
 - c. All other material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted differences; and
 - d. Any material financial arrangements of the Company which do not appear on the financial statements of the Company;

- e. Major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles;
 - f. Any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements;
 - g. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and
 - h. The Company's annual audited financial statements and quarterly financial statements, including the Company's related disclosures in the Company's Annual Report on Form 20-F under the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto;
3. Review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management.
 4. Resolve all disagreements between the Company's independent auditors and management regarding financial reporting; Oversight of Financial Reporting Process and Internal Controls
 5. Review:
 - a. The adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry, discussions and periodic meetings with the Company's independent auditors, management and the person in charge of internal audit department;
 - b. The yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 20-F; and
 - c. The Committee's level of involvement and interaction with the Company's internal audit function, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function;