BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

(The "Company")

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

The following is the Terms of Reference of the Audit Committee of the Company (the "**Committee**") established pursuant to a resolution passed by the Board at its meeting held on 19 June 2018, and such terms are amended and approved by the board (the "**Board**") of directors (the "**Directors**") of the Company from time to time in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Membership

1. Members of the Audit Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members, majority of whom should be independent non-executive directors.

2. At least one of the members shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.28 of the GEM Listing Rules.

3. Former partners of the Company's existing auditing firm should be prohibited from acting as a member of the Audit Committee for a period of two years commencing on the date of his ceasing (whichever is the later):

   (a) to be a partner of the firm; or

   (b) to have any financial interest in the firm.

4. The chairman of the Audit Committee shall be appointed by the Board and shall be an independent non-executive director.

5. The appointment of the members of the Audit Committee may be revoked, replaced or additional members may be appointed to the Audit Committee by separate resolutions passed by the Board and by the Audit Committee. An appointment of a member of the Audit Committee shall be automatically revoked if such member ceases to be a member of the Board.

6. The term of office of a member of the Audit Committee shall be determined by the Board at the appointment date.

Notice of meetings

7. Unless otherwise agreed by all the Audit Committee members, a meeting shall be convened by at least 14 days' notice unless otherwise agreed by all Audit Committee members. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

8. An Audit Committee member or the secretary of the Audit Committee at the request of any Audit Committee member may at any time summon an Audit Committee meeting.

9. Notice of a meeting shall be given to each Audit Committee member in person, orally or in writing, or by telephone or email, using the numbers or addresses most recently notified by such Audit Committee member to the company secretary of the Company, or in such other manner as the Audit Committee members may from time to time determine.

10. Any notice given orally shall be followed by confirmation in writing before the meeting.

11. Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Audit Committee for the purposes of the meeting. These should be sent to all Audit Committee members in a timely manner and at least three days before the intended date of the meeting (or other agreed period).

Attendance at meetings

12. The quorum of an Audit Committee meeting shall be two members, one of whom must be an independent non-executive director.

13. Attendees shall normally include Audit Committee members, the Finance Controller, the Head of Internal Audit (where an internal audit function exists), a representative of the external auditors and those with meaningful input to the Audit Committee's activities. However, at least once a year the Audit Committee shall meet with the external and internal auditors (if any) without executive Board members present.

14. Members of the Audit Committee may attend meetings of the Audit Committee either in person or through other electronic means of communication including telephone or videoconferencing. The members of the Audit committee can attend the meeting via telephone or any similar communication device (all person attending such meeting should be able to hear from such members via such communication device).

15. The company secretary of the Company shall be the secretary of the Audit Committee. The secretary of the Audit Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Audit Committee.

16. Resolutions of the Audit Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

17. A resolution in writing signed by all the Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.

Frequency of meetings

18. Meetings shall be held not less than twice a year to consider the budget, revised budget and interim or annual report prepared by the Board. The external auditors may request a meeting if they consider that one is necessary.

Alternate Audit Committee member

19. An Audit Committee member may not appoint any alternate.

Authority

20. The Audit Committee is authorised by the Board to investigate any activity within its terms of reference or otherwise affecting the integrity of the Company. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit Committee.

21. The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. (Note: Arrangement to seek outside legal or other independent professional advice could be made through Company Secretary.)

22. The Audit Committee is authorised by the Board to review the effectiveness of the Company's and its subsidiaries' internal control systems, covering all material controls, including financial, operational and compliance controls and risk management functions including financial, business, operational and other risks of the Company and its subsidiaries to undertake any related investigations. The Audit Committee shall report to the Board any suspected frauds and irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

23. The Audit Committee should be provided with sufficient resources to discharge its duties. The Company is obliged to supply the members of the Audit Committee with adequate information, in a timely manner, in order to enable them to make informed decisions. Where more detailed and complete information is requested from the senior management, the respective director shall make further inquiries if needed. The Board or individual director(s) could contact the senior management individually and independently.

Annual General Meeting

24. The chairman of the Audit Committee or in his absence, another member of the Audit Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Audit Committee's activities and their responsibilities.

Duties

25. The duties of the Audit Committee shall be:

Relationship with the Company's auditors

(a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

(b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences and ensure co-ordination where more than one audit firm is involved;

(c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, ''external auditor'' includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

(d) to act as the key representative body for overseeing the Company's relations with the external auditor.

Review of the Company's financial information

(e) to monitor integrity of the Company's financial statements and the annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

(vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;

(f) regarding (d) above:

(i) members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and

(ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;

Oversight of the Company's financial reporting system and internal control procedures

(g) to review the Company's financial controls, internal control and risk management systems;

(h) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

(i) to discuss the internal control system with the management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

(j) to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;

(k) to discuss problems and reservations arising from the interim and final audits or quarterly review, and any matters the auditor may wish to discuss (in the absence of management where necessary);

(l) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;

(m) to review the Company's statement on internal control systems (where one is included in the annual report) prior to endorsement by the Board;

(n) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

(o) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

(p) to report to the Board on the matters in the provisions of the terms of reference of the Audit Committee;

(q) to review the group's financial and accounting policies and practices; and

(r) to consider other topics, as defined by the Board.

Oversight of the Company's continuing connected transactions

(s) to be responsible for all matters relating to the continuing connected transactions of the Company; and

(t) without prejudice to the generality of the foregoing:

(i) to review and monitors any actual or potential continuing connected transactions (including exempt continuing connected transactions) to be entered into with any connected person of the Company (the "**Continuing Connected Transactions**");

(ii) to review the approval procedures by the relevant Board meetings for the Continuing Connected Transactions;

(iii) prepare reports on a semi-annual basis for the review by the Board;

(iv) do any such things to enable the Audit Committee to discharge its powers a d functions conferred on it by the Board; and

(v) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulations.

Reporting responsibility and procedures

26. Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the corporate governance report a statement from the Audit Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.

27. Full minutes of Audit Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Audit Committee meetings shall be sent to all Audit Committee members for their comments and records within a reasonable time after the meeting.

28. The Audit Committee shall report to the Board after each meeting of the Audit Committee.

29. The secretary of the Audit Committee or his representative shall circulate the minutes of meetings and reports of the Audit Committee to all members of the Board.

Publication of the terms of reference

30. English and Chinese version of these terms of reference of the Audit Committee will be posted on the respective websites of the Company and GEM of the Stock Exchange, and will be made available upon request.

Others

31. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code), amend, supplement and revoke these terms of reference and any resolution passed by the Audit Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Audit Committee shall invalidate any prior act and resolution of the Audit Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

32. The Audit Committee shall be responsible for approving all disclosure statements in relation to the Audit Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the websites of the Company and GEM of the Stock Exchange.

To the extent that there are any inconsistencies between the English version and the Chinese version of these Terms of Reference, the English version shall prevail.

First adopted: 21 September 2018

First update: 25 June 2026