



Wise Living Technology Co., Ltd

慧居科技股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock code: 2481)

**Terms of Reference of
the Audit Committee of the Board of Directors**

WISE LIVING TECHNOLOGY CO., LTD
(the “Company”)

**Terms of Reference of the Audit Committee (the “Committee”) of
the Board of Directors (the “Board”) of the Company**

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 29 May 2023.

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive directors only of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. At least one member must have appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

2.2 A former partner of the Company’s current auditing firm shall be prohibited from acting as a member of the Audit Committee for a period of two years from the date of the person ceasing:

- (a) to be a partner of the firm; or
- (b) to have any financial interest in the firm,

whichever is later.

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

2.4 The company secretary of the Company shall be the secretary of the Committee.

2.5 The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

3. Proceedings of the Committee

3.1 **Notice:**

- (a) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice of meeting shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address last notified to the secretary of the Committee by such Committee member or in such other manner as the Committee members may from time to time determine.
- (b) Any notice given orally shall be confirmed in writing as soon as practicable (and before the meeting).
- (c) 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 Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.4 below, and so far as practicable for the agenda of all other meetings of the Committee and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

3.3 **Attendance:** The chief financial officer of the Company, the head of internal audit department (or any officer(s) assuming the relevant functions but having a different designation) and a representative of the external auditors shall normally attend meetings. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors without executive Board members present (except by invitation of the Committee).

3.4 **Frequency:** Meetings shall be held at least twice annually or more frequently if circumstances require and with unanimous written consent. The external auditors or the chief financial officer may request the chairman of the Committee to convene a meeting, if they consider that one is necessary.

3.5 **Mode of participation:** Meetings can be held in person, by telephone or by video conference. Members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications by means of which all persons participating in the meeting are capable of hearing each other.

3.6 **Voting:** Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present. In the case of an equality of votes, the chairman of the Committee shall have a second or casting vote.

4. Written resolutions

4.1 Resolutions may be passed by Committee members in writing.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

6. Authority of the Audit Committee

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers (including auditors) and require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to monitor whether the Group’s management has, in the performance of their duties, infringed any policies set by the Board or any applicable law, regulation and code (including the Listing Rules and rules and regulations determined by the Board or a committee thereof);
- (c) to investigate any activity within these terms of reference and all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;
- (d) to review the Group’s risk management and internal control procedures and systems;
- (e) to review the performance of the Group’s employees in the accounting and internal audit department;
- (f) to make recommendations to the Board for the improvement of the Group’s risk management and internal control procedures and systems;
- (g) to request the Board to convene a shareholders’ meeting (if necessary) for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (h) to request the Board to take all necessary actions, including convening an extraordinary general meeting and replacing and dismissing the auditors of the Group;
- (i) to obtain legal or other independent professional advice from independent third parties with relevant experience and expertise at the cost of the Company on any matters within these terms of reference as it considers necessary;

- (j) to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company;
- (k) to have access to sufficient resources in order to perform its duties;
- (l) where there is any disagreement between the Committee and the Board on the selection, appointment, resignation of the external auditors which cannot be resolved, to report its own recommendation on such matters to the shareholders;
- (m) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendations to the Board on any changes it considers necessary; and
- (n) such powers as the Committee may consider necessary and expedient so that its duties under section 7 can be properly discharged.

6.2 The Committee should be provided with sufficient resources to perform its duties.

7. Duties

7.1 The duties of the Committee shall be:

Relationship with the Company's auditors

- (a) to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor, and dealing with any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's work, independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (c) to discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;
- (d) 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 Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

- (e) to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant comments therein in respect of financial reporting;
- (f) in reviewing these statements and reports mentioned in paragraph (e) before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from the audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards;
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (g) regarding (e) and (f) above:
 - (i) members of the Committee should liaise with the Board and senior management and the Committee must meet, at least twice a year, with the Company's auditors; and
 - (ii) the Committee should consider any significant or unusual matters that are, or may need to be, reflected in the reports and accounts, and 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, risk management and internal control systems

- (h) to review the Company's financial controls reporting, and unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- (i) to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience and training programmes in respect of the Company's accounting and financial reporting function, as well as the sufficiency of the budget of the Company's accounting, internal auditing and financial reporting function;

- (j) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the management's response to these findings;
- (k) where an internal audit function of the Company 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;
- (l) to review the Group's financial and accounting policies and practices;
- (m) 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 the management's response;
- (n) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (o) to review arrangements in which employees of the Company can raise, in confidence, their concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions;
- (p) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (q) to report to the Board on the matters set out above;
- (r) to consider other matters, as defined or assigned by the Board or required under the relevant laws and regulations from time to time;

Corporate governance functions

- (s) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (t) to review and monitor the training and continuous professional development of directors and senior management;
- (u) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (v) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (w) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

8. Reporting procedures

- 8.1 Full minutes of the meetings of the Committee and written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Continuing application of the Articles of Association of the Company (the “Articles of the Company”)

- 9.1 The Articles of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the Articles of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke the terms of reference and resolutions passed by the Committee provided that no amendments to and revocation of such terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolutions of the Committee which would have been valid if such act had not been taken.

11. Disagreement as to external auditor

- 11.1 Where the Board disagrees with the Committee’s view on the selection, appointment, resignation or dismissal of the external auditor, the Company shall include in its Corporate Governance Report a statement from the Committee elaborating its view and the reasons why the Board has taken a different view.

12. Annual general meeting

- 12.1 The chairman of the Committee shall attend the annual general meeting of the Company and be prepared to respond to any shareholder questions on the Committee’s activities.
- 12.2 If the chairman of the Committee is unable to attend an annual general meeting of the Company, he shall arrange for another member of the Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholder questions on the Committee’s activities.

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