Tong Ren Tang Technologies Co. Ltd.

(Incorporated in the People's Republic of China with limited liability)

("Company")

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

ADOPTED BY THE BOARD ON 8 AUGUST 2005,

AMENDED BY THE BOARD ON 26 APRIL 2010,

RE-AMENDED BY THE BOARD ON 16 MARCH 2012,

THIRD AMENDED BY THE BOARD ON 9 JUNE 2015,

FOURTH AMENDED BY THE BOARD ON 30 OCTOBER 2015,

FIFTH AMENDED BY THE BOARD ON 18 AUGUST 2025

1 Membership

(a) The Audit Committee ("**Committee**") shall be appointed by the Board ("**Board**") of directors of the Company ("**Directors**") (from amongst the Non-Executive Directors of the Company and shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors ("**INEDs**"). Eligible employee Directors may take seats in the Committee. At least one member must be an INED with appropriate professional qualifications or accounting or related financial management expertise that fulfil the requirements under The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**Stock Exchange**") (**"Listing Rules**"). The constitution of the Committee shall comply with the requirements of the Listing Rules from time to time.

(b) The Committee is chaired by an INED who is a member of the Committee possessing accounting or financial management expertise.

(c) A former partner of the Company's existing auditing firm should be prohibited from acting as a member of the Committee for a period of 1 year commencing on the date of him ceasing:

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

(ii) to have any financial interest in the firm, whichever is the later.

2 Attendance at Meetings

(a) The meeting of the Committee shall shall only be convened with the presence of more than two thirds of its members.

(b) Subject to paragraph 4 below, the Executive Directors and the secretary of the Board /the Company Secretary, a representative of the auditors (if the financial reporting is audited), shall normally attend meetings of the Committee. The Committee shall meet with the auditors at least twice a year and invite any others to attend.

(c) The secretary of the Board/the Company Secretary shall be the Secretary of the Committee who should attend all meetings of the Committee and minute the meeting of the Committee.

(d) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

3 Frequency of Meetings

Meetings shall be held at least once every quarter. The external auditors or any members of the Committee may request a meeting if they consider that one is necessary and upon the receipt of such request, the Secretary of the Committee shall convene such a meeting as soon as reasonably practicable and having regard to the convenience of all members with priority given to the INEDs.

4 Private Meetings

The Committee meet with the auditor, at least annually, in the absence of management, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the auditor may wish to raise.

5 Committee's Resolutions

The voting on the resolutions of the Committee shall adopt one vote per person. A resolution made by the Committee shall be approved by more than half of the members of the Committee.

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by email or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

6 Authorities

(a) The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee or Executive Director and such persons are directed to co-operate with any request made by the Committee.

(b) The Committee is authorized by the Board, and at the reasonable expense of the Company, 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.

(c) The Committee shall report to the Board any suspected frauds or 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.

(d) Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Committee will arrange for the Corporate Governance Report in the Annual Report of the Company to include an explanation of the Committee's view and the reasons why the Board has taken a different view.

(e) The Committee is to be provided with sufficient resources to discharge its duties.

7 General Responsibilities

(a) The Committee is to serve as a focal point for communication between other Directors, the external auditors and the internal auditors as regards their duties relating to financial and other reporting, risk management, internal controls, external and internal audits and such other matters as the Board determines from time to time.

(b) The Committee is to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the risk management and internal control systems of the Company and its subsidiaries (the "**Group**"), and as to the adequacy of the external and internal audits.

(c) The Committee shall fulfill other responsibilities as required by the Listing Rules from time to time.

8 Duties

The duties of the Committee include:

(1) Relationship with the Company's external auditors

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

(b) to consider the plan for each year's audit submitted by the external auditors and discuss the same at a meeting if necessary;

(c) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. In this connection, the Committee shall:

  (i) seek from the external auditors, on an annual basis, information about policies and process for maintaining independence and monitoring compliance with relevant requirements, regarding the provision of non-audit services and rotation of audit partners and staff;

  (ii) conduct annual review of all non-audit services performed by the external auditors and the related fee levels, and to ensure that such services do not impair the independence of the external auditors; and

  (iii) review the policies relating to the hiring of any staff or partners of the external auditors and consider whether as a result of such any subsequent hiring, there has been any impairment of the auditors' judgment or independence in respect of the audit.

(d) to discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;

(e) to develop and implement policy on the engagement of the external auditors to supply non-audit services. For this purpose, external auditors shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken;

(2) Review of financial information of the Company

(f) to monitor integrity of the financial statements of the Company and the Company's annual report and accounts and half-year report and if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In this regard, in reviewing the Company's annual report and accounts and half-year report and if prepared for publication, quarterly reports before submission to the Board, the Committee should focus particularly on:
   (i) any changes to 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 requirements under the Listing Rules and other regulatory and legal requirements.

(g) in regard to (f) above:
   (i) members of the Committee must liaise with the Board and senior management and the Committee must meet, at least twice a year, with the Company's external auditors; and
   (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting functions, Company Secretary or auditors;

(3) Overseeing the Company's financial reporting system, risk management and internal control systems

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

(i) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems, including discussing the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function, risk management and internal control;

(j) to discuss the main risks with the management, review in advance the evaluation and determination of all the main risks relevant to business, and provide suggestions to the Board;

(k) to review in advance the statements in relation to risk management and internal control matters of the Company contemplated to be included in the annual reports of the Company before submission of the same to the Board;

(l) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings, and to provide suggestions to the Board in respect of the improvement of risk management and internal control matters;

(m) 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 facilitating independent evaluation within the Company, and to review and monitor the effectiveness of the internal audit function;

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

(o) to discuss any problems and reservations arising from the interim and final audits, and any matters the external auditors may wish to discuss (in the absence of management where necessary) and to assist in the resolution of any disagreements or difference between the external auditors and management;

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

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

(r) to act as the key representative body for overseeing the issuer's relations with the external auditor;

(s) to report to the Board on the above matters;

(t) to consider other topics, as defined by the Board, review the implementation of board resolutions and the exercise of authority delegated by the Board, supervise and examine the ex-post evaluation reports of investment projects, and provide opinions to the Board; and

(u) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, risk management, 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 action.

*(4) Exercising the authority of the Supervisory Committee of the Company specified in the Company Law of the People's Republic of China ("**Company Law**")*

(v) to supervise the conduct of Directors and senior management members in the performance of their duties, and to propose the dismissal of any Director or senior management member who violates laws, administrative regulations, the Articles of Association of the Company, or resolutions of the general meeting;

(w) to demand rectification from Directors and senior management members when the acts of Directors and senior management members are harmful to the Company's interest;

(x) to propose convening an extraordinary general meeting, and to convene and preside over the general meeting when the Board fails to perform its duties of convening and presiding over the general meeting as required by the Company Law;
(y) to submit proposals to the general meeting;
(z) to initiate proceedings against Directors and senior management members in accordance with the requirements of the Company Law; and
(aa) to exercise other duties and powers provided by the Company Law and the Articles of Association of the Company.

(5) The Board shall obtain the approval of over half of all members of the Committee before making resolutions on the following matters:

(bb) the appointment and dismissal of the accounting firm responsible for the Company's audit;
(cc) the appointment and dismissal of the financial officer;
(dd) the disclosure of financial accounting reports; and
(ee) other matters as stipulated by the securities regulatory authority of the State Council of China.

9 Reporting Procedures

(a) The Committee shall report to the Board. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

(b) Full minutes of Committee meetings shall be kept by the Secretary of the Committee. Draft and final versions of minutes of Committee meetings shall be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

(c) Copies of the minutes of meetings of the Committee shall be provided to the Board at its meetings.

10 Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available by including them on the website of the Stock Exchange, and the Company's website.