Chifeng Jilong Gold Mining Co., Ltd.
赤峰吉隆黃金礦業股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(H Shares Stock Code: 6693)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(Passed at the thirty-ninth meeting of the eighth session of
the board of Directors on 22 August 2025)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to strengthen the function of the decision making of the board of Directors of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "**Company**") and improve the Company's governance structure, the Audit Committee of the board of Directors was established and the Terms of Reference of the Audit Committee were formulated by the Company in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China and the securities regulatory rules of the Company's stock listing places (including the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited), the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "**Articles of Association of the Company**") and other relevant requirements.

Article 2 The Audit Committee is a specialized body established by the board of Directors. Its primary responsibilities include reviewing the Company's financial information and disclosures, assessing the implementation and effectiveness of the risk management system, and overseeing and evaluating both internal and external audit processes, as well as internal controls. The Audit Committee is accountable to the board of Directors and reports its work to the board of Directors.

CHAPTER 2 MEMBERSHIP

Article 3 The Audit Committee shall comprise of three members, who shall be Directors who are not senior management of the Company. Among which, two members shall be independent Directors, and at least one member must be an independent Director with appropriate professional qualifications or accounting or related financial management expertise that meets regulatory requirements (an "**Independent Director with Accounting Expertise**").

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 of the Audit Committee. Besides, they shall diligently perform their duties, effectively supervise and evaluate the internal and external audit activities of the Company, and support the Company's establishment of robust internal controls and the production of accurate, truthful and complete financial reports.

A former partner of the external audit firm which is currently responsible for auditing the accounts of the Company should not act as a member of the Audit Committee of the Company within two years commencing from the later of the following dates:

1. the date on which he/she ceases to be a partner of the audit firm; or

2. the date on which he/she ceases to be entitled to any financial interests in the audit firm.

Article 4 The members of the Audit Committee shall be nominated by the chairman of the board of Directors, by a majority of independent Directors, or by one-third of the total number of Directors. The members shall then be elected by the board of Directors.

Article 5 The Audit Committee shall have a chairman, who must be an Independent Director with Accounting Expertise, and will be responsible for overseeing the Audit Committee's activities. The chairman shall be elected by the Audit Committee members and be approved by the board of Directors.

Article 6 The term of office of the Audit Committee shall align with the term of the board of Directors. Members of the Audit Committee may be re-elected at the end of their term of office. If, during the term of office, a member ceases to be a Director of the Company or a member as an independent Director no longer satisfies the independence requirements set out in the securities regulatory rules of the jurisdiction where the Company's shares are listed, his/her membership shall be automatically terminated and a replacement shall be appointed by the board of Directors in accordance with Articles 3 to 5 above.

Article 7 A member of the Audit Committee may resign before the expiration of his/her term of office by submitting a resignation to the board of Directors. The resignation letter shall include an explanation of the reasons for the resignation and any matters requiring the attention of the board of Directors. If the resignation results in the Audit Committee having fewer members than the minimum number required by these Terms of Reference, the resigning member shall continue to perform his/her duties until a replacement is appointed by the board of Directors.

Article 8 With the approval of the board of Directors, adjustments may be made to the members of the Audit Committee during their terms of office.

Article 9 If the composition of the Audit Committee does not meet the requirements set forth in these Terms of Reference, the board of Directors shall promptly issue an announcement in accordance with the requirements set out in the securities regulatory rules of the jurisdiction where the Company's shares are listed, providing details and explanations for the failure to comply with the relevant requirements.

Article 10 The internal control and audit department of the Company shall serve as the daily operational body supporting the Audit Committee; the Office of the board of Directors is responsible for the daily liaison, meeting organization and meeting document management for the Audit Committee.

CHAPTER 3 POWERS AND DUTIES

Article 11 The Audit Committee shall perform the following duties:

(1) To supervise and evaluate the external audit work

1. To advise the board of Directors on the appointment, reappointment, removal, or replacement of the external audit firm (or auditors), approve the remuneration and terms of engagement of, and to address any matters related to the resignation or dismissal of the external audit firm.

2. To review and monitor the independence and objectivity of the external audit firm, as well as the effectiveness of the audit procedures in accordance with applicable standards; the Audit Committee shall discuss the nature, scope, methodology and reporting responsibilities of the audit with the audit firm before the commencement of the audit work.

3. To develop and implement policies regarding the engagement of the external audit firm to provide non-audit services. For this purpose, an external auditor includes any organization under common control, ownership, or management with the audit firm, or any organization that a reasonable and informed third party would reasonably consider to be part of the audit firm's domestic or international operations.

4. The Audit Committee shall oversee the external audit firm to ensure it acts with honesty, integrity and diligence and adheres strictly to business regulations, industry self-regulatory standards and the internal control system. The Audit Committee shall inspect and verify the Company's financial accounting reports, exercise special care in its duties and provide professional opinions with due prudence.

(2) Review of the Company's financial information

To monitor the Company's financial statements, annual reports and accounts, interim reports, and quarterly reports and provide opinions on their authenticity, accuracy and completeness; to review significant financial reporting issues and focus on significant accounting and audit issues in the Company's financial accounting reports, with particular attention to the potential for fraud, malpractice, and material misstatement in the financial accounting reports; to oversee the rectification of any issues identified in financial accounting reports.

In reviewing the Company's annual reports and accounts, interim reports, and quarterly reports before submission to the board of Directors, the Audit Committee shall pay particular attention to the following:

1. any changes in accounting policies and practices;

2. areas involving significant judgment;

3. significant adjustments arising from audits;

4. assumptions regarding the Company's going concern status and any related qualifications;

5. compliance with accounting standards;

6. compliance with the securities regulatory rules of the jurisdiction where the Company's shares are listed and other legal requirements regarding financial reporting.

(3) For the purpose of paragraph (2) of this Article, the Audit Committee shall perform the following organizational and supervisory inspection duties:

1. The Audit Committee members shall liaise with the board of Directors and senior management of the Company; and the Audit Committee shall meet with the Company's external audit firm at least twice a year. The Audit Committee shall supervise the compliance of Directors and senior management of the Company with laws and regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed and the Articles of Association of the Company as well as their performance of duties in the Company, and may require any Director or senior management to submit reports on the performance of his/her duties;

2. The Audit Committee shall consider any significant or unusual matters reflected or required to be reflected in such reports and accounts, and give due consideration to any matters raised by the Company's accounting and financial reporting personnel, compliance officers or auditors.

   It shall guide and supervise the internal control and audit department of the Company to conduct inspections on the following matters at least once every six months, issue inspection reports and submit them to the Audit Committee, including but not limited to (1) the implementation of significant matters, such as the use of funds raised by the Company, provision of guarantees, connected transactions, securities investment and derivative transactions, provision of financial assistance, purchase or sale of assets and external investments; (2) the Company's large-scale fund transactions and the fund transactions between the Company and Directors, senior management, controlling shareholders, de facto controllers and their associates.

   If it finds during the inspection that the Company has engaged in any illegal, non-compliant or non-standard operations, it should promptly report to the regulatory authorities;

3. If the Company's Directors or senior management discover false records, misleading statements, or material omissions in the financial accounting reports issued by the Company and report to the board of Directors or the Audit Committee, or if an external consultant points out the same to the board of Directors or the Audit Committee, the board of Directors shall promptly report to the stock exchanges where the Company's shares are listed and make disclosure.

   When disclosing relevant information in accordance with the provisions of the preceding paragraph, the Company shall disclose in the announcement the material issues existing in the financial accounting reports, the consequences that have been or may be caused, and the measures that have been or will be taken.

   The Audit Committee shall urge the relevant responsible departments of the Company to develop corrective measures and timelines, conduct follow-up reviews, supervise the implementation of these measures, and ensure timely disclosure of the completion of the corrective actions.

4. In the course of daily performance of duties, if the Audit Committee discovers clues of financial fraud or abnormal business operations in the Company, or notices significant negative public opinion and major media doubts about the Company, receives clear complaints or reports, it may require the Company to conduct self-inspections, request the internal control and audit department to conduct investigations, and if necessary, engage a third-party consultant to assist in the work, at the Company's expense.

   If the Audit Committee finds that any Director or senior management violates laws and regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed or the Articles of Association of the Company, it shall report to the board of Directors or the general meeting and disclose it in a timely manner, or it may directly report to the regulatory authorities.

In accordance with the provisions of the Company Law, the Audit Committee shall make recommendations on holding accountable or dismissing a Director or senior management who violates laws and regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed, the Articles of Association of the Company or resolutions of the general meeting during the performance of its supervisory duties; it shall make recommendations on initiating any lawsuit against a Director or senior management who violates laws and regulations in the performance of his/her duties and causes losses to the Company; it shall also, upon the request of shareholders, initiate any lawsuit against a Director or senior management other than members of the Audit Committee who violates laws, administrative regulations or the Articles of Association of the Company in the performance of his/her duties in the Company and causes losses to the Company;

(4) To monitor the Company's financial control, internal control and risk management systems:

1. To review the Company's financial control, internal control and risk management systems, and to assess the effectiveness of the internal audit function of the Company. To guide, supervise and evaluate the risk control and management of the Company's major decisions, significant events and key business processes; assess the Company's potential risks, provide early warnings on the Company's potential risks and recommend improvements to the Company's risk management practices;

2. To discuss the risk management and internal control systems with management, ensuring that management has fulfilled its responsibilities in establishing effective risk management and internal control systems. This includes evaluating whether the Company has adequate resources, appropriately qualified and experienced staff in accounting and financial reporting, and sufficient training and budget for staff development;

3. To review, either on its own initiative or at the request of the board of Directors, any significant investigation findings on risk management and internal control, and review management's response to these findings;

4. To oversee and evaluate the internal audit function, coordinate between internal and external audits, ensure the internal audit system is adequately resourced and forms an appropriate part within the Company, and review and monitor the effectiveness of the internal audit system;

5. To review the Company's financial and accounting policies and practices, and to audit the Company's financial information and disclosures;

6. To serve as the primary representative between the Company and the external audit firm, and to monitor the relationship between the two parties;

7. To examine the Explanatory Letter on Audit issued to management by the external audit firm, review any significant queries raised to the management by the audit firm regarding the Company's accounting records, financial statements or control systems, and review management's responses to these queries;

8. To ensure that the board of Directors provides timely responses to the issues raised in the Explanatory Letter on Audit issued by the external audit firm to the management;

9. To monitor the Company's arrangements that allow employees to raise concerns confidentially about potential improprieties in financial reporting, internal control or other areas. The Audit Committee shall ensure that appropriate arrangements are in place for the Company to conduct a fair and independent investigation of such matters, and adopt necessary follow-up actions;

10. To examine the Company's major transactions, including significant asset acquisitions, sales, and other transactions.

(5) To supervise and evaluate the Company's internal control, and to review the Company's risk management strategies and significant risk management solutions.

The Audit Committee shall supervise and guide the internal control and audit department in carrying out internal control inspections and evaluations, and shall urge the internal control and audit department to assess the risk conditions in key areas and critical processes of the Company's internal control system. The Audit Committee may regularly organize the analysis of evaluation opinions and inspection results. Any internal control deficiencies identified through such inspections shall be reflected in the internal control evaluation report.

The Company shall formulate an internal control self-inspection system and an annual internal control self-inspection plan in accordance with its own operating characteristics and actual situation. The Audit Committee shall issue a written assessment of the effectiveness of the Company's internal control based on the internal audit report and related information submitted by the internal control and audit department and report to the board of Directors.

If the Company has major internal control deficiencies, or is identified as having financial fraud, fund misappropriation, unauthorized guarantees and other issues, the Audit Committee shall urge the Company to carry out follow-up rectification and internal accountability, and urge the Company to formulate rectification plans and measures and complete rectification within a time limit, and establish, improve, and strictly implement the internal accountability system.

(6) To supervise and evaluate the internal audit function and perform the following duties:

1. To direct and supervise the establishment and implementation of the internal audit system;

2. To review the annual internal audit plan of the Company;

3. To supervise the implementation of the internal audit plan of the Company;

4. To direct the effective operation of the internal control and audit department. The internal control and audit department of the Company shall report its work to the Audit Committee, and various types of audit reports, the rectification plans and status for audit issues submitted by the internal control and audit department to the management shall be reported to the Audit Committee at the same time;

5. To report to the board of Directors on the progress and quality of the internal audit work as well as any significant issues identified;

6. To co-ordinate the relationship between the internal control and audit department and the external audit units such as accounting firms.

(7) To exercise its right to put forward a proposal to the Company at the general meeting convened by the Company; and to propose the convening of an extraordinary board meeting or an extraordinary general meeting to the board of Directors, and convene and preside over the general meeting if the board of Directors fails to fulfill its duties of convening and presiding over the general meeting as required under the Company Law;

(8) To report to the board of Directors on the matters outlined in these Terms of Reference and address other topics as defined by the board of Directors;

(9) To exercise the powers of the Supervisory Committee as stipulated in the Company Law;

(10) To handle any other matters required by laws, regulations, requirements of securities regulatory authorities and stock exchanges where the Company's shares are listed, the Articles of Association of the Company and those authorised by the board of Directors.

Article 12 The main duties and powers of the chairman are as follows:

(1) To convene and preside over the Audit Committee meetings;

(2) To supervise and evaluate the work of the Audit Committee;

(3) To sign relevant documents of the Audit Committee;

(4) To report the work of the Audit Committee to the board of Directors;

(5) To attend the Company's annual general meetings and respond to shareholder questions on matters within the Audit Committee's responsibilities. If the chairman of the Audit Committee is unable to attend any annual general meeting, another member or an appointed delegate shall attend in their place;

(6) To perform other duties as required or delegated by laws, regulations, the relevant rules of securities regulatory authorities and stock exchanges where the Company's shares are listed, the Articles of Association of the Company or the board of Directors.

Article 13 The rights and obligations of the Audit Committee members are as follows:

(1) To attend the Audit Committee meetings punctually, contribute to discussions, and exercise voting rights;

(2) To propose issues for discussion at the Audit Committee meetings;

(3) To attend or observe relevant meetings of the Company, conduct investigations and research, and obtain necessary reports, documents, materials, and other relevant information as required to fulfill their duties;

(4) To fully understand the Audit Committee's duties and their individual responsibilities as a member, remain familiar with the Company's management, business activities and development relevant to their duties, and ensure they are capable of performing their responsibilities;

(5) To dedicate the necessary time and effort to fulfill their duties effectively;

(6) To perform other duties as required or delegated by laws, regulations, the relevant rules of securities regulatory authorities and stock exchanges where the Company's shares are listed, the Articles of Association of the Company or the board of Directors.

CHAPTER 4 DECISION-MAKING PROCEDURE AND RULES OF PROCEDURE

Article 14 The internal control and audit department of the Company is responsible for the preparation of the preliminary work for the decision-making of the Audit Committee and shall perform the following main duties:

(1) To examine and evaluate the completeness and reasonableness of the internal control systems and the effectiveness of their implementation of each internal organization of the Company, its controlling subsidiaries and its participating companies with significant influence on the Company;

(2) To audit the legality, compliance, truthfulness and completeness of the accounting information and other relevant economic information of each internal organizations of the Company, its controlling subsidiaries and its participating companies with significant influence on the Company, as well as the financial revenues and expenditures and relevant economic activities as reflected therein, including but not limited to financial reports, results forecasts, results releases and voluntarily disclosed predictive financial information;

(3) To assist in the establishment of a sound anti-fraud mechanism, identifying the key areas, key aspects and key contents of anti-fraud, as well as paying attention to and checking for possible fraud in the course of internal audits;

(4) To report to the Audit Committee at least once each quarter, including but not limited to, the implementation of the internal audit plan and issues identified in the internal audit work;

(5) To submit a report on the internal audit work to the Audit Committee after the end of each year;

(6) To urge the relevant responsible departments to formulate corrective measures and timeframe for rectification of deficiencies in the Company's internal control and problems in its implementation, to conduct follow-up review of internal control, to supervise the implementation of the corrective measures, and to report to the Audit Committee in a timely manner in the event that significant deficiencies or significant risks in the internal control are identified.

Article 15 The following matters shall be submitted to the board of Directors for consideration after receiving approval from more than half of the Audit Committee members:

(1) Disclosure of financial information and the internal control evaluation report within the financial accounting and periodic reports;

(2) The appointment or dismissal of the accounting firm responsible for auditing the Company;

(3) The appointment or dismissal of the Company's head of finance and the person in charge of the internal control and audit department;

(4) Changes in accounting policies or estimates, or the rectification of significant accounting errors, excluding those resulting from changes in accounting standards;

(5) Any other matters as required by laws, administrative regulations, relevant rules of securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association of the Company.

Article 16 The Audit Committee shall meet at least once each quarter. Extraordinary meetings may be convened if requested by two or more members, or if the chairman of the Audit Committee deems it necessary.

Article 17 Notices of the Audit Committee meetings and relevant documents shall be sent to all members of the Audit Committee and other invited attendees no later than three days before the meeting. In urgent situations, meetings may be convened on short notice and unanimously agreed by all members to waive the notice period, provided that the reason is explained during the meeting. The chairman shall preside over the meeting, and if the chairman is unable to attend the meeting, an independent Director member may be appointed to lead the meeting.

Article 18 The Audit Committee members should attend the meeting as scheduled, fully express their opinions on the matters to be discussed or deliberated, and make clear statements. When unable to attend the meeting for any reason, one should review the meeting materials in advance to form a clear opinion and entrust another Committee member in writing to exercise the powers on their behalf (independent Directors can only entrust other independent Directors in writing to exercise their powers). The power of attorney should specify the name of the trustee, the entrusted matters, the authority and the validity period, and be signed by both the principal and the trustee. The power of attorney should be handed over to the chairman of the meeting no later than before the meeting's voting.

If a member of the Audit Committee fails to attend the meeting twice consecutively and does not entrust another member to exercise his or her powers on his or her behalf, the Audit Committee may request the board of Directors to replace him or her.

Article 19 A meeting of the Audit Committee shall only be valid if no less than two-thirds of the members are present. Each member has one vote, and resolutions must be approved by a majority of the Committee members.

Article 20 Meetings of the Audit Committee shall generally be held on-site. Unless otherwise specified in the Articles of Association of the Company or these Terms of Reference, an extraordinary meeting may be convened via correspondence, provided that members are able to fully express their views.

Article 21 The Audit Committee meeting may invite non-committee Directors, senior management personnel of the Company to attend the meeting as non-voting participants. If necessary, the Audit Committee may also convene other personnel related to the meeting proposals to attend the meeting as non-voting participants, and introduce the situation or express opinions. However, non-Audit Committee members have no voting rights on the proposals.

Article 22 The Company shall provide necessary working conditions for the Audit Committee. The Company's management and relevant departments shall cooperate with the Audit Committee's performance of duties. If deemed necessary, the Audit Committee may engage an external consultant to provide professional opinions for its decision-making, at the Company's expense.

Article 23 The procedures for convening meetings, voting methods, and the resolutions passed on the Audit Committee must comply with relevant laws, regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed, the Articles of Association of the Company and the provisions set forth in these Terms of Reference.

Article 24 The meetings of the Audit Committee shall be coordinated by the Secretary to the board of Directors. Minutes of the meetings shall be recorded and signed by the members present, and the Secretary of the board of Directors shall maintain the minutes properly.

Article 25 The resolutions passed, the voting results and the suggestions and opinions on the resolutions of the Audit Committee meetings shall be reported in writing to the board of Directors.

Article 26 Members present at the meeting, as well as those attending, are obligated to keep the matters discussed at the meeting confidential and are prohibited from disclosing any relevant information without authorization.

Article 27 When the Company publishes its annual report, it shall also disclose on the website of the stock exchange a summary of the Audit Committee's annual performance, including its duties carried out and the meetings convened.

Where the board of Directors does not adopt the review opinions submitted by the Audit Committee on matters within the scope of its duties, the Company shall disclose such matters and fully explain the reasons.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 28 The Terms of Reference shall come into effect as of the date of approval by the board of Directors, and the board of Directors shall have the authority to interpret these Terms of Reference.

Article 29 Any matters not addressed in these Terms of Reference shall be governed by the relevant laws and regulations of the state, the securities regulatory rules of the jurisdiction where the Company's shares are listed, and the Articles of Association of the Company. Where the Terms of Reference conflict with or are inconsistent with relevant laws, regulations, normative documents, securities regulatory rules of the place where the Company's stocks are listed and the relevant provisions of the Articles of Association of the Company, the relevant laws, regulations, normative documents, securities regulatory rules of the place where the Company's stocks are listed and the relevant provisions of the Articles of Association of the Company shall prevail.

Article 30 The Terms of Reference are prepared in both Chinese and English. In case of any ambiguity between the Chinese and English versions, the Chinese version shall prevail.