Soho Holly Futures Co., Ltd.
Terms of Reference of Audit Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to establish and regulate the system and procedures of auditing of Soho Holly Futures Co., Ltd. (hereinafter refer to as the "Company"), the audit committee (hereinafter refer to as the "Committee") of the board of directors was established and the terms of reference were formulated in accordance with such laws and regulations as the Company Law of the People's Republic of China (hereinafter refer to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter refer to as the "Hong Kong Listing Rules"), and the Articles of Association of Soho Holly Futures Co., Ltd. (hereinafter refer to as the "Articles of Association") and the Rules of Procedures of the board of directors of Soho Holly Futures Co., Ltd. (hereinafter refer to as the "Rules of Procedures of the Board").

Article 2 The Committee is a special vehicle established under the board of directors, and exercises the functions and powers of the Supervisory Committee as stipulated by the Company Law and is responsible for providing advice or suggestions for decision-making by the board of directors, and shall be accountable and report to the board of directors.

Article 3 The terms of reference apply to the Committee and the personnel and departments concerned herein.

CHAPTER 2 COMPOSITION

Article 4 The Committee shall comprise three to five non-executive directors who do not hold senior management position in the Company, and a majority of whom shall be independent non-executive directors. At least one member of the Committee shall have appropriate professional qualifications as required under the Hong Kong Listing Rules or with expertise in accounting or financial management. Members of the Committee shall be nominated by the chairman, more than half of the independent non-executive directors or over one-third of the directors of the Company, and be elected by more than half of the directors.

Article 5 A former partner of the existing external auditing firm of the Company shall not act as a member of the Committee within two years from the following date (whichever the latter):

(1) the date of his/her ceasing to be a partner of the auditing firm; or

(2) the date that he/she no longer has any financial interest in the auditing firm.

Article 6 The Committee shall have a committee chairman, who shall be an accounting professional amongst the independent non-executive directors. The chairman of the Committee shall be elected by a majority of all the members of the Committee.

Article 7 The term of office of the Committee shall be the same as that of the board of directors in the same session, while the term of office of its members shall be the same as that of the directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office. If a member of the Committee ceases to be a director of the Company during his/her term of office, he/she shall ipso facto cease to be a member of the Committee.

Article 8 A member of the Committee may tender the resignation to the board of directors before the expiry of his/her term of office. The written resignation report shall include a statement of the reasons for such resignation and if necessary, the matters that shall be brought to the attention of the board of directors. The resignation of a Committee member shall be subject to the approval of the board of directors. The member who tendered the resignation shall continue to perform the related duties until the newly elected member of the board of directors takes office.

Article 9 The terms of office of members of the Committee may be adjusted during their terms of office according to the recommendation of the chairman of the board of directors and upon the consideration and approval of the board of directors.

Article 10 In the event that the number of members of the Committee falls below the quorum provided in the terms of reference, the vacancy shall be filled up by the board of directors in accordance with the terms of reference.

CHAPTER 3 DUTIES OF THE COMMITTEE

Article 11 The duties of the Committee are as follows:

(1) to provide suggestions to the board of directors concerning the appointment, re-appointment and change of external auditors, approve the remuneration and terms of engagement of external auditors and handle issues relating to the resignation or dismissal of such external auditors;

(2) to evaluate the work of external auditors, conduct annual review of the performance of the external auditors and supervise the independence of external auditors, and the procedures, quality and results of their work;

(3) to supervise the internal audit system and its implementation;

(4) to supervise and evaluate whether the work of the external auditors is independent and objective, and whether the procedures of audit is effective; the Committee shall have discussions with the external auditors on the nature and scope of audit and the relating reporting obligation prior to the commencement of the audit, and provide non-audit service, formulate and implement policies in respect of the external audit;

(5) to coordinate the communication between the internal and external auditors and ensure the internal audit function is provided with adequate resources for operation and has appropriate standing in the Company; and to review and monitor its effectiveness;

(6) to supervise annual audits, review the financial statements, annual reports and accounts, interim reports and (if intend to issue) quarterly reports, and review significant judgements relating to the financial reporting contained therein, and other information and the related disclosures in respect of management activities of operation. Prior to the submission of such financial statements and reports to the board of directors, the Committee shall conduct a review with particular focus on the following issues:

1. any changes in the accounting policies and practices;

2. areas which involve significant judgements;

3. significant adjustments according to the results of audit;

4. assumptions on the ongoing operations of the Company and any qualified opinions;

5. compliance with accounting standards;

6. compliance with the Hong Kong Listing Rules and other requirements in relation to financial reporting.

Members of the Committee shall communicate with the board of directors and the senior management personnel. The Committee shall meet at least twice a year with the auditors of the Company. The Committee shall consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and shall give due consideration to any matters that have been raised by the accounting and financial reporting staff, compliance officers or auditors of the Company.

(7) to review and supervise the financial control, internal control and risk management system of the Company;

(8) to discuss the risk management and internal control system with the management about the adequacy of resources, qualifications and experience of staff, training programmes and budget of the accounting and financial reporting function of the Company so as to ensure the management has performed its duty to establish an effective system;

(9) to review major findings of investigation on internal control matters and the findings of investigation in respect of the responses of management on its own initiative or as delegated by the board of directors;

(10) to inspect and ensure the timely response of any proposal from the board of directors (or equivalent documents) issued to the senior management by the external auditors, and review any significant queries raised by the external auditor to the senior management regarding the minutes, financial accounts or supervision systems and responses of the senior management, as well as to report to the board of directors in respect of the aforementioned issues;

(11) to act as the key representative for coordinating internal and external audits and overseeing the relationship between the Company and the external auditors;

(12) to review the financial and accounting policies and practices of the Company;

(13) to report to the Board on the aforementioned matters and other matters set out in the Code Provision D.3.3 of Part II of Appendix C1 to the Hong Kong Listing Rules (and any amendments thereto from time to time);

(14) to evaluate the mechanism of report by staff, internal control of and other misconducts in the Company and the independent and fair investigations carried out by the Company on the reported issues, and take appropriate actions;

(15) to exercise the relevant powers of the Supervisory Committee as stipulated by the Company Law and the powers of the Audit Committee as stipulated by the Articles of Association;

(16) other duties as assigned by laws and regulations, the Company's Articles of Association and the board of directors.

Article 12 The Board shall obtain the approval of a majority of all members of the Committee before making a resolution on the following matters:

(1) to engage or remove the accounting firm that undertakes the auditing business of the Company;

(2) to appoint or dismiss the person in charge of finance;

(3) to disclose the financial information and internal control assessment reports in financial accounting reports and periodic reports;

(4) changes of accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;

(5) other matters stipulated in laws, administrative regulations, the CSRC and the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 13 The duties of the chairman of the Committee are as follows:

(1) to convene and chair meetings of the Committee;

(2) to supervise and examine the operations of the Committee;

(3) to sign relevant documents of the Committee;

(4) to report to the board of directors on the operations of the Committee;

(5) other duties as requested by the board of directors.

Article 14 The chairman of the Committee shall attend annual general meetings, failing which, another member of the Committee who shall attend the meeting, failing which, a representative appropriately appointed who shall attend the meeting, and respond to the queries on the work and responsibilities of the Committee at the meetings.

Article 15 The Committee shall meet at least twice with the external auditing firms of the Company, who can request for the convening of a meeting should they consider necessary.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 16 The Committee shall convene at least one regular meeting every quarter, and may convene ad hoc meetings when necessary. The chairman of the Committee shall sign the notice convening the meetings within seven days from the day on which one of the following circumstances shall develop:

(1) circumstances which are considered as necessary in the opinion of the board of directors;

(2) circumstances which are considered as necessary in the opinion of the chairman of the Committee;

(3) meetings as proposed by two or more members of the Committee.

Article 17 The office of the board of directors is responsible for the delivery of the notice of meeting in written form to each member and the relevant person who will present at the meeting upon invitation 3 days, except under special circumstances, prior to the meeting. The notice of meeting shall state the form in which the meeting is to be held, time, venue, date and subject of the meeting, time of issue of the notice and any relevant information.

Article 18 Members of the Committee shall give acknowledgement and reply by providing relevant information in a timely and appropriate manner, including but not limited to availability for the meeting and schedule, upon receipt of the notice of meeting.

Article 19 Members of the Committee shall attend a meeting in person. Members of the Committee who are unable, for some reasons, to attend a meeting in person may by a duly signed power of attorney appoint another member of the Committee to attend and express views on his/her behalf. The power of attorney shall specify clearly the scope and valid period of the authorization. A member cannot act as the proxy for more than two other members simultaneously.

A committee member attending a meeting on another member's behalf shall exercise the rights within the scope of authorization. Any member of the Committee failing to attend a meeting of the Committee in person and without appointing another member of the Committee to exercise the rights in his/her stead and without submitting any view in written form prior to the convening of the meeting shall deem to have forfeited his/her rights.

Members of the Committee failing to attend a meeting in person may exercise his/her right by submitting his/her view in written form on the issues to be considered, which shall be submitted to the board of directors no later than the convening of the meeting.

Article 20 Any member of the Committee failing to attend meetings in person for 2 consecutive times without appointing another member to attend and without submitting any view in written form prior to the meeting; or any member of the Committee whose attendance of meeting of the Committee accounts for less than three/fourths of the total number of meetings shall be deemed as incapable of performing the duties of the Committee, and the Committee shall be subject to adjustment in composition by the board of director in accordance with the terms of reference.

Article 21 A meeting of the Committee shall not be held unless attended by more than two-thirds of its members. Each member shall have one vote and the resolutions passed at the meeting must be approved by a majority of all members of the Committee.

Article 22 A meeting shall be chaired by the chairman of the Committee, and if the chairman is unable to attend the meeting, he/she may designate another member of the Committee to chair the meeting.

Article 23 When reviewing and discussing the proposed matters at the meeting of the Committee, members shall clearly, independently and fully express their views based on their own judgement. Any inconsistency in the views of each member shall be specified in the minutes of the meeting of the board of directors.

Article 24 Generally, a meeting of the Committee shall be held by way of onsite meeting. In case of exceptionalities, the meeting can be held by electronic communications under the consent of the chairman of the Committee, provided members of the Committee are ensured that they can fully express their views. For any meeting to be held by electronic communications, members of the Committee shall submit their views in written form on the proposed matters to the board of directors within the valid period as specified in the notice of meeting.

Article 25 Directors and relevant senior management staff of the Company, relevant experts of the Company and external experts, scholars and intermediary agencies as well as relevant personnel may be invited to be in-attendance at meetings when necessary. Persons in-attendance at meetings shall give explanations and descriptions at the request of members of the Committee.

Article 26 Where a member of the Committee is interested in the matter being discussed at a meeting of the Committee, he/she shall abstain from such meeting.

Article 27 All personnel attending meetings shall undertake confidentiality obligations for all matters discussed at the meetings, and relevant information shall not be disclosed without permission.

CHAPTER 5 COOPERATING DEPARTMENTS OF THE COMMITTEE

Article 28 The secretary to the board of directors is responsible for organizing and coordinating the work between the Committee and each of the relevant departments, and shall be in-attendance at meetings of the Committee.

Article 29 The office of the board of directors shall cooperate with the relevant departments of the Company, accomplishing jointly the relevant work of the Committee.

Article 30 The office of the board of directors shall be responsible for the affairs of the board of directors, such as preparation and dispatch of notices of meetings.

The finance and the legal departments of the Company are responsible for the preparation and provision of relevant information required for the matters discussed at the meetings, and the liaison with the relevant departments, including relevant experts of the Company or experts from the community, scholars and intermediary agencies engaged by the Committee in the course of the discussion.

The finance and the legal departments of the Company shall formulate the relevant working system and procedures for providing services to the Committee based on the duties of the Committee, and file with the board of directors.

The relevant functional departments of the Company are obligated to provide services to the Committee, and to support the work of and cooperate with the office of the board of directors, the finance and the legal departments.

CHAPTER 6 MINUTES AND SUMMARY OF MINUTES OF THE COMMITTEE

Article 31 Minutes shall be prepared for the meetings of the Committee, which shall be compiled by the office of the board of directors, stating the following:

(1) the numbering of, the form, date, venue of convening of and the name of chairman of the meeting;

(2) the attendance, absence and proxies of a meeting;

(3) the names and duties of the people attending a meeting;

(4) the subject of a meeting;

(5) the key points of speech of any committee member and the people attending a meeting;

(6) the name of the compiler of the minutes of a meeting.

Members attending and the secretary to the board of directors in-attendance at a meeting shall sign the minutes, which shall be delivered to all members of the Committee within a reasonable period of time after a meeting of the Committee for their comments.

Article 32 Following the convening of a meeting of the Committee, the office of the board of directors shall compile a summary of the minutes of the meeting based on analysis and discussions.

Apart from submitting to the board of directors, the summary of the minutes of a meeting shall also be delivered to members of the Committee, the secretary to, and the office of the board of directors, the audit, the finance and the legal departments as well as their respective personnel.

Article 33 The minutes, the summary of the minutes, the power of attorney, as produced by the members of the Committee, their written opinions and other materials of the meetings shall be kept by the secretary of the Company in accordance with the documentation filing system.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 34 Any matters not covered by the terms of reference or any contradiction between the terms of reference and provisions of the laws and regulations to be promulgated and amended upon the terms of reference having taken effect shall be subject to the laws, regulations and the Articles of Association. In the event that the terms of reference are inconsistent with the Company Law and other laws, regulations, the Hong Kong Listing Rules and the Articles of Association, such laws, regulations, the Hong Kong Listing Rules and the Articles of Association shall prevail and the terms of reference shall be amended in a timely manner.

Article 35 The power of interpretation and amendment of the terms of reference shall be vested in the board of directors.

Article 36 The terms of reference shall become effective from the date of consideration and approval by the board of directors and any amendments thereto shall also become effective from the date of such amendments.

Board of Directors of
Soho Holly Futures Co., Ltd.
28 October 2025