MBV INTERNATIONAL LIMITED
中國大人國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1957)

(the "Company")

AUDIT COMMITTEE – TERMS OF REFERENCE

Revised and adopted by resolutions of the board of directors of the Company (the "**Board**") passed on 10 December 2025.

The Board of director (each a "**Director**") of the Company resolved to establish an audit committee (the "**Committee**") on 19 May 2020.

1. MEMBERSHIP

1.1 The Committee shall be appointed by the Board from time to time from amongst the Non-executive Directors of the Company and shall consist of not fewer than three members, a majority of whom should be Independent Non-executive Directors of the Company. At least one of the members of the Committee shall be an Independent Non-executive Director of the Company with appropriate professional qualifications or accounting or related financial management expertise (as required under rule 3.10(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The majority of the Committee members must be independent non-executive Directors.

1.2 A former partner of the Company's existing auditing firm may not act as a member of the Committee for a period of two years from the date of his ceasing (a) to be a partner of the firm or (b) to have any financial interest in the firm, whichever is the later.

1.3 The chairman of the Committee shall be appointed by the Board and must be an Independent Non-executive Director of the Company.

1.4 The term of office of a member of the Committee shall be determined by the Board.

2. MEETINGS

2.1 Attendance at Meetings

(i) Only members of the Committee have a right to attend committee meetings. Other members of the Board or management, the staff who is responsible for the accounting and financial reporting function of the Company and its subsidiaries (the "**Group**"), the Group's internal auditor, where an internal audit function exists in the Company, and a representative of the Group's external auditors may be invited to attend all or part of any meeting as and when appropriate. However, they cannot vote or be counted towards the quorum for any matter to be resolved by the Committee.

(ii) The Committee may hold separate private meeting(s) with the internal auditor and/or the external auditors, without the presence of the Executive Directors or senior management of the Company whenever they think fit and appropriate.

(iii) Save as otherwise appointed by the Committee, the Company Secretary shall be the Secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary.

2.2 Frequency and proceedings of meetings

(i) The Committee shall meet at least two times a year. The external auditors or any members of the Committee may request a meeting with or without the presence of management of the Company if they consider that one is necessary.

(ii) The chairman of the Committee shall chair the meetings of the Committee.

(iii) In the absence of the Chairman of the Committee and/or an appointed deputy, the members present at the meeting shall elect one amongst themselves to chair the meeting of the Committee.

(iv) The quorum of a meeting of the Committee shall be two members, one of whom shall bean Independent Non-executive Director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

(v) Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee. In case of an equity of votes, the chairman of the meeting shall have a casting vote.

2.3 Notice of meetings

(i) Meetings of the Committee shall be called by its chairman, a member of the Committee at the request of the Board or the external auditor or the internal auditor, if any.

(ii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Committee, the Chief Executive Officer of the Company, the Chief Financial Officer of the Company and any other person required to attend, no fewer than five working days prior to the date of the meeting.

(iii) Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

(iv) Each member of the Committee shall be entitled, by notice to the Secretary of the Committee, to include other matters relevant to the functions of the Committee in the agenda of the Committee meeting.

2.4 Written Resolutions

Without prejudice to any requirements under the Listing Rules and the articles of association of the Company, written resolution may be passed and adopted by all members of the Committee. Such resolution may consist of several documents in like form each signed by one or more of the members. Such resolution may be signed and circulated by post, by fax and by other means of electronic.

3. AUTHORITY

3.1 The Committee is authorised by the Board to conduct any investigation within its scope of powers. In the discharge of its duties as set out above, the Committee is authorised to seek any information, records or reports it requires from any employee of the Group and all such employees are directed to co-operate with any request made by the Committee.

3.2 The Committee shall have access to sufficient resources and to seek any information it requires from any employee of the Company or its subsidiaries in order to perform and discharge its duties and all employees are directed to cooperate with any request made by the Committee.

3.3 The Committee is authorised by the Board, at the Company's reasonable expense, to appoint legal or other independent professional advisers with relevant experience and expertise to assist the Committee in the discharge of its duties set out in these terms, and to secure the attendance of such professional advisers at its meetings if it considers it necessary.

3.4 The Committee is authorised to require the management of the Company to provide it with such resources as may be necessary for it to discharge its duties as set out in these terms.

3.5 The Committee is authorised to review any arrangement which may raise concerns about possible improprieties in financial reporting, risk management and internal control or other related matters.

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

4. RESPONSIBILITY

The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix 14 of the Listing Rules (as amended from time to time).

Without prejudice to any requirement under the CG Code, the responsibilities of the Committee include the following:

4.1 The Committee is to serve as a focal point for communication between other Directors of the Company, the external auditors and the internal auditor, where an internal audit function exists in the Company, as regards their duties relating to financial and other reporting, risk management and internal controls, external and internal audits and such other matters as the Board determines from time to time.

4.2 The Committee is to assist the Board in providing an independent review and supervision of financial reporting and risk management, by satisfying themselves as to the effectiveness of the internal controls and risk management of the Group, and as to the adequacy of the external and internal audits.

5. DUTIES, POWERS AND FUNCTIONS

The duties of the Committee include the following:

Relationship with the Company's auditors

(a) to act as the key representative body for overseeing the Company's relations with the external auditor, and be primarily responsible for making recommendations to the board on the appointment, reappointment and removal of the external auditor based on factors including but not limited to ethics, knowledge, experience and capacity, and to approve the remuneration and terms of engagement of the external auditor, and to consider any questions of their resignation or dismissal;

(b) to review with the Group's management, external auditors and internal auditor, where an internal audit function exists in the Company, the adequacy of the Group's policies and system regarding internal controls (including financial, operational and compliance controls), risk management system and any statement by the Directors of the Company to be included in the annual accounts prior to endorsement by the Board;

(c) before audit commencement, (i) review external auditors' independence, objectivity, effectiveness of the audit process and the nature and scope of the external audit, including the engagement letter, and the reporting obligations, in accordance with applicable standards; and (ii) discuss with the external auditor the nature and scope of the audit and reporting obligation. The Committee should understand the factors considered by the external auditors in determining their audit scope. The external audit fees are to be negotiated by management of the Company, and presented to the Committee for review and approval annually;

Procedures to review and monitor the independence of the external auditor may include:

(i) consider all relationships between the Group and the audit firm (including non-audit services);

(ii) obtain from the audit firm annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and

(iii) meet with the external 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;

(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;

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

(f) to evaluate the cooperation received by the external auditors, including their access to all requested records, data and information; obtain the comments of management of the Company regarding the responsiveness of the external auditors to the Group's needs; inquire of the external auditors as to whether there have been any disagreements with management of the Company which if not satisfactorily resolved would result in the issue of a qualified report on the Group's financial statements;

(g) to establish and review from time to time the policy relating to hiring of employees or former employees of the external auditors and monitor the application of such policy; and to consider whether as a result of such hiring there has been any impairment of the auditor's judgement or independence in respect of the audit;

(h) to ensure that an external auditor's provision of non-audit services does not impair its independence or objectivity. When assessing the external auditor's independence or objectivity in relation to non-audit services, the Committee may consider:

(i) whether the skills and experience of the audit firm make it a suitable supplier of non-audit services;

(ii) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditor provides non-audit services;

(iii) the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the audit firm; and

(iv) criteria for compensation of the individuals performing the audit;

Review of the Company's financial information

(i) to review and monitor the integrity of the Company's financial statements and the annual, interim financial reports, and if prepared for publication, quarterly reports, preliminary results announcements and any other announcement relating to its financial performance, and to review significant financial reporting judgements contained in them prior to approval by the Board, with particular focus on:

(1) any changes in accounting policies and practices;

(2) major judgmental areas;

(3) significant adjustment resulting from the audit/review;

(4) the going concern assumption and any qualifications;

(5) compliance with the accounting and auditing standards; and

(6) compliance with the listing requirements on the Stock Exchange of Hong Kong Limited and legal requirements in relation to financial reporting;

(j) with regard to (i) above:

(1) members of the Committee must liaise with the Board and senior management of the Company, and the Committee must meet, at least twice a year, with the external auditors regarding the review of financial information; and

(2) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and should give due consideration to any matters that have been raised by the staff of the Company responsible for the accounting and financial reporting function, compliance officer or auditors and whether the financial reporting disclosures are consistent and transparent;

Oversight of the Company's financial reporting system, risk management and internal control systems

(k) to review the Company's financial controls, 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 and to make recommendations to the Board for the improvement of the Group's risk management and internal control procedures systems;

(l) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control, risk management 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;

(m) to review the draft representation letter prior to approval by the Board;

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

(o) 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;

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

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

(r) to discuss with the external auditors any recommendations arising from the audit (if necessary in the absence of management of the Company); and review the external auditor's management letter, any material queries raised by the external auditor to management of the Company in respect of the accounting records, financial accounts or systems of control including the response of the Company's management to the points raised;

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

(t) to apprise the Board of significant developments in the course of performing the above duties;

(u) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the response of the Company's management into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations;

(v) to recommend to the Board any appropriate extensions to, or changes, in the duties of the Committee;

(w) to review the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group and whether such connected transaction, if any, has been carried out in accordance with the terms of the agreement governing such transaction;

(x) to review whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosure gives a fair view of the Group's financial conditions;

(y) to report to the Board on above matters; and

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

6. REPORTING PROCEDURES

6.1 The Committee shall regularly update and report back to the Board on its activities and any matters that may significantly impact on the financial conditions or affairs of the Company's business and make appropriate recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). The reporting shall be done by the Chairman or any such other person designated by the Committee from time to time.

6.2 Where the Board disagrees with the 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 Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.

6.3 Full minutes of the meetings of the Committee and all written resolutions should be kept by the Company Secretary of the Company. Minutes shall record matters considered and decisions reached by the members of the Committee in details, including any doubt or disagreement raised by the members of the Committee.

6.4 The secretary of the Committee shall circulate draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.

6.5 The secretary of the Committee shall keep record of all the 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 such financial year.

6.6 Unless expressly addressed by a separate risk committee, or the Board itself, the report should include the review of the risk management and internal control systems, the effectiveness of the Company's internal audit function. At least annually, the Committee should present a report to the Board which addresses the work and findings of the Committee during the year.

7. ANNUAL GENERAL MEETING

The Committee chairman, or in his/her absence, another member of the Committee, or failing which his/her duly appointed alternate shall attend the annual general meetings of the Company and be available to answer questions thereat on the Committee's activities and its responsibilities.

8. PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

8.1 The Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommends to the Board any changes it considers necessary for approval.

8.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.

8.3 The terms of reference of the Committee will be posted on the websites of the Company and the Stock Exchange of Hong Kong Limited.

9. INTERPRETATION

Interpretation of these terms of reference shall belong to the Board.

10. GENERAL

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

11. CONTINUING APPLICATIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY AND "A GUIDE FOR EFFECTIVE AUDIT COMMITTEES"

11.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Committee.

11.2 The provisions of "A Guide for Effective Audit Committees" published by the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in February 2002 shall, to the extent not inconsistent with the provisions of these terms of reference, be deemed to be incorporated into these terms of reference, mutatis mutandis.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.