WIN HANVERKY HOLDINGS LIMITED
永嘉集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3322)

AUDIT COMMITTEE

Terms of Reference

The board (the **"Board"**) of directors (the **"Directors"**) of Win Hanverky Holdings Limited (the **"Company",** together with its subsidiaries, the **"Group"**) has resolved to establish the Audit Committee (the **"Committee"**) on 18 April 2006. The following terms have been adopted and approved by the Board on 18 April 2006 (as amended by resolutions of the Board on 25 March 2009, 9 March 2012, 7 December 2015, 6 December 2018 and 16 December 2025 respectively) as the terms of reference for the Committee.

1. Composition of the Committee

1.1 Members of the Committee shall be appointed by the Board from among the non-executive Directors on the recommendation of the Nomination Committee. The Committee shall be made up of at least three members all of whom shall be non-executive Directors.

1.2 A majority of the members of the Committee shall be independent non-executive Directors[1] at least one of whom shall have 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 ("**Listing Rules**"). The Committee must be chaired by an independent non-executive Director.

1.3 The term of each member of the Committee shall be the same as his/her term as a Director. Subject to the constitutions of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.

1.4 A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

1 Guidelines on assessing the independence of an independent non-executive director are set out in Rule 3.13 of the Listing Rules.

1.5 Only members of the Committee and the Secretary of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, other Directors, the senior management of the Company ("**Senior Management**"), chief executive, financial controller, the heads of risk, compliance and internal audit representatives from the finance function and other professional advisers may be invited to attend all or part of any meeting as and when appropriate.

1.6 The external auditors will be invited to attend meetings of the Committee on a regular basis.

1.7 The Board shall appoint the Chairman of the Committee ("**Committee Chairman**") who shall be an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

1.8 A former partner of the Company's existing auditing firm shall be prohibited from acting as a member of the Committee for a period of two years from the later of (a) the date of his/her ceasing to be a partner of the firm; and (b) the date of his/her ceasing to have any financial interest in the firm.

2. Secretary

The Company Secretary of the Company shall act as the Secretary of the Committee. The Committee may, from time to time, appoint any other person with appropriate qualification and experience as the Secretary of the Committee. The Secretary of the Committee, or in his/her absence, his/her nominee or any one member of the Committee, shall be the secretary of the meeting.

3. Quorum

The quorum of the meeting of the Committee shall be two members of the Committee. 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.

4. Frequency of Meetings

The Committee shall meet at least two times a year at appropriate times in the reporting and audit cycle and otherwise as required[2].

2 The frequency and timing of meetings will differ according to the needs of the Company. Meetings should be organized so that attendance is maximized (for example by timetabling them to coincide with board meetings).

5. Notice and Conduct of Meetings

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members or at the request of external or internal auditors if they consider it necessary.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

5.3 Formal meetings of the Committee may be held in person or by electronic means including telephonic or videoconferencing, and the quorum in that event shall be any two Committee members so linked.

5.4 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. Subject to compliance with the Listing Rules and the applicable laws and regulations, 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 duly convened and held.

6. Minutes of Meetings and Reporting Procedures

6.1 The Secretary of the Committee shall record the proceedings and resolutions of all meetings of the Committee in sufficient details, including recording the names of those present and in attendance, the matters considered and decisions reached, including any concerns raised by the members of the Committee or dissenting views expressed.

6.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

6.3 Full minutes of the Committee's meetings shall be kept by the Secretary of the Committee and shall be open for inspection at any reasonable time on prior reasonable notice by any Director. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records respectively, within a reasonable time after the meeting.

6.4 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. Annual General Meetings

The Committee Chairman, or in his/her absence, another member of the Committee, or failing which his/her duly appointed delegate, shall attend the Company's Annual General Meetings and be available to answer questions thereat on the Committee's activities and its responsibilities.

8. Duties

8.1 The duties of the Committee shall include, without limitation, the following:

Relationship with the Company's external auditors

8.1.1 to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor[3], and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

8.1.2 to act as the key representative body for overseeing the Company's relations with the external auditor;

8.1.3 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

8.1.4 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

8.1.5 to monitor 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 financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on: -

3 The Listing Rules require an announcement to be published when there is a change of auditors. The announcement must also include a statement as to whether there are any matters that need to be brought to the attention of the shareholders of the Company.

(a) any changes in accounting policies and practices;

(b) major judgmental areas;

(c) significant adjustments resulting from audit;

(d) the going concern assumptions and any qualifications;

(e) compliance with accounting standards; and

(f) compliance with the Listing Rules and legal requirements in relation to financial reporting;

8.1.6 regarding 8.1.5 above:

(a) 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

(b) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, 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

8.1.7 to review the Company's financial controls, risk management and internal control systems;

8.1.8 to ensure that the effectiveness of the risk management and internal control systems of the Group is reviewed at least annually, and management should provide a confirmation on the effectiveness of these systems. The review should cover all material controls, including financial, operational and compliance controls;

8.1.9 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 should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

8.1.10 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;

8.1.11 where an internal audit function 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;

8.1.12 to review the Group's financial and accounting policies and practices;

8.1.13 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 management's response;

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

8.1.15 to report to the Board on the matters in this paragraph headed "Duties";

8.1.16 to consider other topics, as defined by the Board;

8.1.17 to make recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed;

8.1.18 to review arrangements employees of the Company can use, in confidence, to raise 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;

Corporate governance functions delegated by the Board

8.1.19 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

8.1.20 to review and monitor the training and continuous professional development of the Directors and the Senior Management;

8.1.21 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

8.1.22 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and the employees of the Group; and

8.1.23 to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report as required under the Listing Rules.

8.2 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.

9. Authority

9.1 The Board authorises the Committee to:

(a) investigate any activity within these terms of reference and seek any information it requires from any employee of the Group and all employees are directed to co-operate with any such request by the Committee;

(b) obtain, at the Company's expense, outside legal or other independent professional advice in appropriate circumstances and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Committee if it considers necessary; and

(c) call any employee to be questioned at a meeting of the Committee as and when required.

9.2 Management of the Company is obliged to supply the Committee with adequate information, in a timely manner, to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than is volunteered by the management of the Company, the relevant member of the Committee should make further enquiries where necessary. Each member of the Committee shall have separate and independent access to the Senior Management.

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

10. Terms Available

10.1 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 websites of The Stock Exchange of Hong Kong Limited and the Company.

(The English text of these Terms of Reference shall prevail over the Chinese text in case of any consistency.)

Amended by the Board on 16 December 2025
(with effect from 1 January 2026)