世紀金花

CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

Terms of Reference for the Audit Committee

1. Membership

1.1 The members (the "Member(s)") of the audit committee of the Company (the "Audit Committee") shall be appointed by the board (the "Board") of directors (the "Director(s)") of the Company from time to time.

1.2 Membership shall be confined to non-executive Directors the majority of which must be independent non-executive Directors (the "INED(s)"), and at least one INED shall be with appropriate professional qualifications or accounting or related financial management expertise as defined in Chapter 3 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

1.3 The Audit Committee shall consist of not less than three Members.

1.4 A former partner of the Company's existing auditing firm shall be prohibited from acting as a Member for a period of two years commencing on the later of (a) the date of the person ceasing to be a partner of the firm; or (b) the date of the person ceasing to have any financial interest in the firm.

1.5 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED.

2. Secretary

2.1 The Company Secretary shall serve as the secretary of the Audit Committee.

3. Meetings

3.1 Meetings shall be held not less than twice a year and may be convened by any Member or by the secretary of the Audit Committee on the request of a Member. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Audit Committee may from time to time determine. The external auditors may request a meeting if they consider that one is necessary.

3.2 The quorum of the Audit Committee shall be any two Members.

3.3 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

3.4 Resolutions of the Audit Committee at any meetings shall be passed by a simple majority of votes of the Members present.

3.5 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.

3.6 Other than that stated herein, all the provisions of laws and of the Company's Bye-laws relating to the proceedings of the Board shall apply mutatis mutandis to proceedings of the Audit Committee.

3.7 The secretary of the Audit Committee shall circulate the full minutes of meetings of the Audit Committee to all Members in draft for comments as soon as reasonably practicable. Final versions of minutes shall be prepared and sent to all Members and to the Board as soon as practicable.

4. Attendance at meetings

4.1 The Finance Director or person of equivalent position, the external auditors and other Board members or any other persons may be invited to attend all or part of any meetings.

4.2 Only Members are entitled to vote at the meetings.

5. Authority

5.1 The Audit Committee shall have the right to require the Company's management to furnish such available information on any matter relating to the financial position of the Company and its subsidiaries or affiliates, as may be required for the purposes of performing its duties.

5.2 The Audit Committee is authorised by the Board to obtain independent legal or other professional advice if considered necessary to perform its duties at the expense of the Company.

5.3 The Audit Committee shall be provided with sufficient resources to perform its duties.

6. Responsibility and Powers

The Audit Committee shall have the following responsibilities and powers:

Relationship with the Company's external auditors

6.1 to be primarily responsible for making recommendations 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 issues related to its resignation or dismissal of such auditors.

Note: 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 holders of securities of the Company.

6.2 to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard and to discuss with the external auditors the nature and scope of the audit and reporting obligations before the audit commences.

6.3 to develop and implement policy on the engagement of an 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 Audit 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.

Review financial information of the Company

6.4 to monitor the integrity of financial statements of the Company and the Company's annual report and accounts, 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, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Audit Committee should focus particularly on:

(a) any changes in accounting policies and practices;
(b) major judgmental areas;
(c) significant adjustments resulting from the audit;
(d) the going concern assumptions and any qualifications;
(e) compliance with accounting standards; and
(f) compliance with the Listing Rules and other legal requirements in relation to the financial reporting.

6.5 In regard to paragraph 6.4 above:

(a) Members must liaise with the Board and the Company's senior management and the Audit Committee must meet, at least twice a year, with the Company' sexternal auditors; and

(b) the Audit 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 function, compliance officer (or person occupying the same position) or auditors.

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

6.6 to review the Company's financial controls, and unless expressly addressed by a separate risk committee of the Board, or by the Board itself, to review the Company's risk management and internal control.

6.7 to discuss with the management the system of risk management systems and internal control and ensure that management has discharged its duty to have effective systems including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programme and budget.

6.8 to consider any findings of major investigations of risk management systems and internal control matters as delegated by the Board or on its own initiative and management's response.

6.9 where an internal audit function exists, to ensure coordination 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 the effectiveness of the internal audit function.

6.10 to review the group's financial and accounting policies and practices.

6.11 to review the external auditors' management letter, any material queries raised by the external auditors to management in respect of the accounting records, financial accounts or systems of risk management systems and control and management's response.

6.12 to review arrangements that employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, risk management, internal control or other matter. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

6.13 to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter.

6.14 to report to the Board on the matters set out in the Terms of Reference.

6.15 to consider other topics, as defined by the Board.

7. Reporting procedures

7.1 The Audit Committee shall report to the Board after each meeting.

Remark: "senior management" should refer to the same category of persons as referred to in the Company's annual report and required to be disclosed under Appendix D2 to the Listing Rules.

(amended on 26 March 2026)