China Glass Holdings Limited
Terms of Reference and Rules of Procedures of the Audit Committee

(effective on 30 March 2026)

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1 General Provisions

A China Glass Holdings Limited (the "**Company**") is committed to upholding good corporate governance standards. In order to strengthen the decision-making function of the board of directors of the Company (the "**Board**"), ensure its effective performance of the monitoring function and its accountability to the Company and shareholders, and enhance corporate governance, the Board has established an audit committee (the "**Committee**") and has formulated these rules of procedures in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the Guidelines for Effective Operation of the Audit Committee of the Hong Kong Institute of Certified Public Accountants, the Bye-laws and other relevant regulations of the Company.

B These rules will be reviewed and amended by the Company from time to time to ensure the effectiveness of the Committee's work.

C The Committee will ensure the implementation of and compliance with these rules.

2 Committee

A The Committee shall comprise at least three directors, all of whom shall be non-executive directors and two-thirds of whom shall be independent non-executive directors.

B Members of the Committee ("**Member**" or "**Members**") shall be nominated by the chairman of the Board, more than one-half of the independent non-executive directors or one-third of all directors, subject to the approval by resolution of the Board. If a director acts concurrently as the chief financial officer of the Company, such director shall not act as a Member.

C At least one Member shall be a financial expert with the following qualities:

(a) appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 (2) of the Listing Rules;

(b) understanding of accounting principles and financial statements;

(c) ability to apply relevant accounting principles to estimates, accruals and reserves;

(d) experience in preparing, auditing, analyzing or evaluating financial statements;

(e) understanding of internal control on financial reporting; and

(f) understanding of the functions of the Committee.

D The Committee shall have one chairman ("Chairman"), who shall be acted by an independent non- executive director, responsible for presiding over the work of the Committee. The Chairman shall be elected by the Committee and the result shall be reported to the Board for approval.

E A former partner of the Company's existing auditing firm shall be prohibited from acting as a Member 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 later.

F The term of office of Members shall be consistent with their term as directors and shall be eligible for re-election upon expiration of the term. During which if Members no longer act as directors of the Company, they shall automatically lose their office as Members and the vacancies shall be filled in accordance with paragraph B referred to above.

G The Committee shall have a working group ("**Working Group**") which may be composed of relevant personnel from the financial management department, the office of the board of the directors of the Company as well as other persons deemed appropriate by the Committee. The Working Group shall be responsible for data collection and research, daily liaison and meeting arrangements, etc. In respect of items that are to be drawn up by the Committee, the Working Group shall issue a draft for discussion at the Committee's meetings. As for items that are subject to review by the Committee, the Working Group shall collect sufficient data and information relating to the draft to be reviewed for the Committee's decision-making.

H The Committee shall appoint the company secretary and a professional within the Company to act as the secretary ("**Committee Secretary**") who shall be responsible for presiding over the daily work of the Working Group.

3 Responsibilities and Functions

The Committee is a special body established under the Board, primarily responsible for assisting the Board by reviewing the Company's financial reports and regulating the Company's financial reporting system, internal control system, risk management procedures and corporate governance principles, providing their opinions to the Board with an independent review, and overseeing the audit process and performing other duties and responsibilities as assigned by the Board or as required by the Listing Rules from time to time. The Committee shall serve as a focal point for communication between other directors, the external auditors, and the management as regards their duties relating to financial and other reporting, internal controls and audits. Its specific responsibilities and functions include:

A to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal. Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditor, the Committee shall ensure the Company includes in its corporate governance report a detailed explanation of the Committee's view and recommendations and the reasons for the Board to have a different view;

B 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 shall discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

C 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 shall report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

D to oversee work between the Company and external audit institutions and their relations;

E 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 judgments contained in them. In reviewing these reports before submission to the Board, the Committee shall focus particularly on:

(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;

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

F regarding paragraph E above:

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

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

G to review the Company's financial controls, risk management and internal control systems and monitor their implementations;

H to review the establishment and modification of the Company's significant accounting policies and relevant procedures and monitor their implementations;

I to discuss the risk management and internal control system with management to ensure that management has performed its duty to have effective systems. The discussion shall include the adequacy of resources, staff qualifications and experience, training programme and budgets of the Company's accounting and financial reporting function;

J 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;

K 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;

L to review the financial and accounting policies and practices of the Company and its subsidiaries;

M 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;

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

O to report to the Board on the matters set out in and relating to code provision D.3.3 of Appendix C1 to the Listing Rules (the Corporate Governance Code), as amended from time to time, and related matters;

P 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 shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

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

R to prepare a summary of its work during the year for inclusion in the Company's corporate governance report (including a report on how the Committee met its responsibilities in its review of the Company's quarterly (if relevant), half-yearly and annual results, its review of the risk management and internal control systems and its other duties under the Corporate Governance Code; details of the Company's non-compliance with Rule 3.21 of the Listing Rules (if any) and remedial steps taken by the Company to address such non-compliance);

S to report back to the Board on the Committee's decisions, recommendations or findings, (unless there are legal or regulatory restrictions on its ability to do so);

T to review corporate governance rules and monitor their implementations to ensure the effectiveness of the work of the Board and the compliance with relevant ordinances and regulations as well as relevant rules passed by resolution of the Board; and

U to consider other topics as defined and authorised by the Board.

4 Powers

The Committee shall have the following powers for the purpose of performing its responsibilities:

A the Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate as requested by Members;

B the Committee is entitled to obtain information that might be necessary from any staff, director, proxy and consultant and all personnel within the Company must coordinate to meet the requirements of the Committee;

C the Committee may, under no restrictions, contact management and other staff, auditors and the internal audit department;

D the Committee is entitled to, without informing management, seek and accept advice from the external auditors and the internal audit department; and

E the Committee may, upon authorization by the Board, seek external legal advice and opinions of other independent professionals and arrange outsiders with suitable qualifications and expertise to participate in meetings of the Committee as necessary to assist the Committee. The Committee shall be provided by the Company with sufficient resources to perform its duties.

5 Rules of Procedures

A Meetings of the Committee shall include regular meetings and ad hoc meetings. Regular meetings shall be convened at least twice a year or once half a year, whereas ad hoc meetings may be convened upon proposal by any Member. Notice of meetings shall be made to all Members in seven days prior to the regular meetings and three days prior to the ad hoc meetings. The quorum for meetings shall be not less than two-thirds of the Members.

B If Members are unable to attend the meeting, they may appoint another Member or, with the approval of the Chairman, another non-executive director to attend the meeting and exercise the voting right on their behalf (Members who are independent non-executive directors may only appoint another independent non-executive director to act on their behalf), whereas the Chairman may appoint another director to attend the meeting on his behalf upon the approval of the chairman of the Board. Members who have neither attended the meeting in person nor appointed another person to attend the meeting on their behalf are considered to be absent from the relevant meeting. Members who are absent from the meeting for two consecutive times are considered to be unable to perform their responsibilities and powers properly and the Board may remove such Members from their duties.

C Meetings shall be presided over by the Chairman and the Chairman, if unable to attend, may appoint another Member who is an independent non-executive director to preside over the meeting.

D In general cases, CFO, persons in charge of the financial affairs of the Company, core members of the Working Group of the Company and representatives of the external audit institutions shall sit in on the meeting. The Committee may also invite the Company’s directors and management to sit in on the meeting when necessary.

E The Committee shall meet with the external auditors at least once a year without management present. The Committee may engage external professional bodies to provide advice for its decision- making and the expenses incurred shall be borne by the Company.

F The Committee shall maintain minutes of the meeting where Members attending the meeting shall sign on the minutes. The minutes shall be organized, maintained and copied to the company secretary by the Committee Secretary to the Committee for information of the Board. The initial and final draft of minutes shall be delivered to all Members successively within a reasonable period of time after the meeting for their comments and records respectively.

G Resolutions and voting results adopted at the meeting shall be reported to the Board in writing. Minutes and reports of the meeting may be made available to members of the Board for perusal.

H Members attending the meeting shall keep confidential of all matters discussed at the meeting and no unauthorized disclosure of relevant information is permitted.

6 Decision-making Procedures

A The Working Group shall be responsible for undertaking preparatory work for the Committee's decision-making and organizing the following written materials of the Company:

(a) relevant financial reports of the Company;

(b) work reports of the internal audit department;

(c) external audit contracts and relevant work reports;

(d) work reports on corporate governance; and

(e) other relevant matters.

B The above reports shall be submitted to the Board for review and approval upon audit by the Committee.

C The Committee may vote on a show of hands or on a poll at the meetings. Ad hoc meetings may be convened in the form of communications over the resolutions. Each Member has one voting right. Resolutions adopted at the meeting shall be passed by more than one-half of all Members.

D Where resolutions are voted on by way of communications at ad hoc meetings, Members who have signed on the resolutions shall be considered to have attended the relevant meeting and agreed to the contents of the resolutions.

7 General Information

A The Committee shall make available these terms of reference, explaining its role and authority delegated to it by the Board, by including them on the website of the Hong Kong Stock Exchange and the website of the Company.

B The Chairman (in his absence, another Member) shall be available to attend the annual general meetings of the Company to answer questions thereat.