CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00343)

TERMS OF REFERENCE FOR AUDIT COMMITTEE (THE "COMMITTEE")

1. Constitution and Objective

The board (the "**Board**") of directors (the "**Directors**") of Culturecom Holdings Limited (the "**Company**") has resolved the establishment of the Committee and the following terms of reference for the Committee are revised and adopted by the Board with effect from 27 November 2026. The Committee is a sub-committee of the Board to which the Board has granted authority and delegated consideration of the matters set out below, in particular:

(a) serving as a focal point for communication between other Board members and the internal auditor and external auditor regarding their duties in relation to financial reporting;

(b) reviewing the effectiveness of internal audit and the external audit process;

(c) reviewing the integrity of the Company's financial statements, formal announcements and disclosures relating to financial performance;

(d) overseeing the Company's financial reporting system, risk management and internal control systems;

(e) taking an active interest and being proactive in understanding the affairs of the Company and conducting investigation where there are red flags; and

(f) performing corporate governance duties delegated by the Board from time to time.

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors and at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under the Rules Governing the Listing of Securities in the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

2.2 The chairman of the Committee (the "**Chairman**") shall be appointed by the Board and should be an independent non-executive Director. In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting.

2.3 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.

2.4 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 date of his/her ceasing:

2.4.1 to be a partner of the firm; or

2.4.2 having any financial interest in the firm, whichever is later.

3. Frequency, Proceedings and Conduct of Meetings

3.1 Meetings shall be held not less than twice a year at appropriate times in the reporting and audit cycle and otherwise as required. Additional meetings should be held upon request by any member of the Committee. The external auditors or internal auditors may request for a meeting if they consider that is necessary.

3.2 The quorum for a meeting shall be two members. Meetings shall be held in person, by telephone or by video conference.

3.3 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the members of the Committee present. Subject to the 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.

3.4 Unless specified by these terms of reference, proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Law 138 of the Company's Bye-Laws.

3.5 Unless otherwise waived by all members of the Committee, 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 no later than 7 days before the date of meeting.

3.6 The finance director or financial controller (or any officer(s) assuming the relevant functions but having a different designation), the head of internal audit and a representative of the external auditors shall normally attend meetings. However, at least once a year the Committee shall meet with the external and internal auditors without executive Board members present.

3.7 The Company Secretary shall be the secretary of the Committee.

4. Annual General Meetings

The 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 the Committee's activities and its responsibilities.

5. Authority

5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operated with any request made by the Committee.

5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5.3 The Committee shall report to the Board any suspected frauds and irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

5.4 Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditor, the Committee will arrange for the corporate governance report in the annual report to include an explanation of the Committee's view and the reasons why the Board has taken a different view.

6. Responsibilities and Duties

The responsibilities and duties of the Committee shall include, without limitation, the followings:

Relationship with the Company's auditors

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

6.2 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 resignation or dismissal of that auditor;

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

6.4 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 financial information

6.5 to monitor integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and to review significant financial reporting judgements contained in them. In this regard, in reviewing the Company's annual report and accounts, half-year report and before submission to the Board, the Committee should focus particularly on:–

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

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

6.6 for the purpose of 6.5 above:–

(a) members of the Committee must liaise with the Board, the 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 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 auditors;

6.7 review the draft representation letter prior to approval by the Board;

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

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

6.9 to discuss the risk management and internal control systems with management to ensure that management has discharged its duty to have an effective internal control system. 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;

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

6.11 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 the effectiveness of the internal audit function;

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

6.13 to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;

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

6.15 to report to the Board on the matters headed "Responsibilities and Duties" above;

6.16 to consider other topics as defined by the Board; and

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

Relationship with the employees of the Company

6.18 to review by which employees, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee is to ensure that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action.

7. Reporting procedures

7.1 Full minutes of the Committee's meetings should be recorded and kept by the Committee Secretary and shall be available for inspection at any reasonable time on prior reasonable notice by any Director.

7.2 Draft and final versions of minutes of meetings should be sent to all Committee members for their comments and records respectively, within a reasonable time after such meetings.

7.3 The Committee shall report back to the Board formally on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Chairman shall report to the Board on its findings and recommendations within its remit, and any suspected frauds and irregularities, failures of internal control or suspected infringements of any applicable laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

8. Terms available

The Board shall make available these terms of reference by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Hong Kong, 27 November 2026

* *for identification purpose only*