



# **Agile Group Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3383)**

## **Terms of Reference for Audit Committee**

ADOPTED ON 23 NOVEMBER 2005  
FIRST REVISION ON 14 APRIL 2009  
SECOND REVISION ON 16 DECEMBER 2011  
THIRD REVISION ON 8 MARCH 2012  
FOURTH REVISION ON 25 MARCH 2015  
FIFTH REVISION ON 23 AUGUST 2016  
SIXTH REVISION ON 5 DECEMBER 2025

## **Terms of Reference for Audit Committee**

The board of directors (the “**Board**”) of **AGILE GROUP HOLDINGS LIMITED** (the “**Company**”) established an Audit Committee (the “**Committee**”) and adopted these terms of reference in the meeting held on 23 November 2005 and further amended these terms of reference in the meetings held on 14 April 2009, 16 December 2011, 8 March 2012, 25 March 2015, 23 August 2016 and 5 December 2025 respectively. The Committee’s constitution and duties are set out below:-

### **1. Membership and Quorum**

The members of the Committee shall be appointed by the Board and the Committee shall be of not less than three members, at least one of whom must be an independent non-executive director with appropriate professional qualifications in 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**”). A quorum of a meeting of the Committee shall be two members.

The majority of the Committee must be independent non-executive directors.

The Chairman of the Committee must be an independent non-executive director.

### **2. Attendance at Meetings and Secretary**

The chief financial officer and the head of audit centre of the Company and a representative of the external auditors of the Company (the “**Auditors**”) shall attend the meetings of the Committee. Other members of the Board shall also have the right of attendance. The Committee shall meet at least twice a year with the Auditors and at least once a year meeting with the Auditors without management present at the meeting.

The secretary of the Company shall be the secretary of the Committee and shall be responsible to record and keep the minutes of meetings of the Committee.

### **3. Frequency of Meetings**

The Committee shall meet at least twice a year and may also hold any meeting as appropriate for the performance of its duties. The Auditors may also request a meeting if they consider necessary.

#### **4. Authority**

The Committee is authorised by the Board to investigate any activity within these terms of reference. It is authorised to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and all employees of the Group are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of such advisers with relevant experience and expertise at any meetings of the Committee if it considers necessary.

#### **5. Duties**

The duties of the Committee shall include, but not limited to the following:-

- (a) to consider the appointment of the Auditors, their audit fee and terms of engagement, and the resignation, reappointment and removal of the Auditors;
- (b) to discuss with the Auditors before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- (c) to review and monitor the 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;
- (d) to develop and implement policy on engaging an Auditor to supply non-audit services. For this purpose, “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 monitor integrity of the Company's financial statements and annual report and accounts, interim report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing the interim and annual financial statements before submission to the Board, the Committee should focus particularly on:-
  - (i) any changes in accounting policies and practices of the Group;
  - (ii) major judgmental areas;
  - (iii) significant adjustments resulting from the audit;
  - (iv) the going concern assumptions and any qualifications;
  - (v) compliance with accounting standards;
  - (vi) ensure the completeness, accuracy and fairness of the financial statements; and
  - (vii) compliance with the Listing Rules and relevant legal requirements;
- (f) regarding [(e)] above:
  - (i) members of the Committee should liaise with the Board, senior management and the chief financial officer, and the Committee must meet, at least twice a year, with the Auditor; and
  - (ii) 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 chief financial officer, the Company's staff responsible for the accounting and financial reporting function, compliance officer or Auditor;
  - (iii) the Committee should discuss issues and any qualified opinions arising from the audit of interim and annual statements; and
  - (iv) the Committee shall resolve any disagreements between management and the Auditor regarding financial reporting.
- (g) to discuss problems and reservations arising from the interim review and year-end audits, and any matters the Auditors may wish to discuss (in the absence of management where necessary);
- (h) to review the Auditors' management letter and management's response;
- (i) to review the financial and accounting policies and practices of the Company and its subsidiaries;
- (j) to act as the key representative for overseeing the Company's relations with the Auditors;

- (k) to review the internal audit programme, ensure coordination between head of audit centre and the Auditors, and ensure that the audit centre is adequately resourced and has appropriate standing within the Company and review the effectiveness of the internal audit function;
- (l) to consider the 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;
- (m) to review the Company's financial controls and internal control systems;
- (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 should include the adequacy of resources, qualifications and experience of staff of the Company' accounting and financial reporting function and internal audit functions, training programmes and budgets;
- (o) to review the Auditors' management letter, any material queries raised by the Auditor to the management about accounting records, financial accounts or systems of control and management's response;
- (p) to review arrangements by which employees, in confidence can raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee is to ensure proper arrangements are in place for the fair and independent investigation of such concerns and appropriate follow-up action;
- (q) to review the Company's statement on risk management and internal control systems (where one is included in the annual report) prior to endorsement by the Board;
- (r) to ensure that the Board will provide a timely response to the issues raised in the Auditors' management letter;
- (s) to report to the Board on the matters in the code provision under Appendix C1 of the Listing Rules;
- (t) to consider any other topics, as instructed by the Board and
- (u) to consider and approve the implementation or compliance with any other matters authorized by the Board, or any rules or regulations that may be amended or supplemented from time to time.

## **6. Reporting Procedures**

The Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

The secretary of the Committee shall circulate the relevant minutes of meetings of the Committee to all members of the Board.