

ALSCO Pooling Service Co., Ltd.

Terms of Reference for the Audit Committee of the Board of Directors (adopted on January 16, 2026)

Chapter 1 General Provisions

Article 1 In order to strengthen the decision-making function of the Board of Directors of ALSCO Pooling Service Co., Ltd. (hereinafter referred to as the “**Company**”), continuously improve the construction of the internal control system, ensure the effective supervision and management of the Board of Directors, and further optimize the corporate governance structure, the Company, based on the “Company Law of the People’s Republic of China” (hereinafter referred to as the “**Company Law**”), the “Securities Listing Rules of The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “**Hong Kong Listing Rules**”) (including any explanations, interpretations, and amendments published by The Stock Exchange of Hong Kong Limited from time to time in respect of the Hong Kong Listing Rules), the “Corporate Governance Code” set out in Appendix C1 of the Hong Kong Listing Rules, the “Guidelines for Effective Operation of Audit Committees” issued by the Hong Kong Institute of Certified Public Accountants, and other applicable laws, administrative regulations, departmental rules, normative documents, and the Articles of Association of ALSCO Pooling Service Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), in accordance with the resolution of the Board of Directors, the Company has established the Audit Committee of the Board of Directors (also referred to as the “**Audit Committee**” in the “Hong Kong Listing Rules”, hereinafter the same) and, based on the actual circumstances of the Company, formulated these Terms of Reference for the Audit Committee of the Board of Directors of ALSCO Pooling Service Co., Ltd. (hereinafter referred to as these “**Rules**”).

Article 2 The Audit Committee of the Board of Directors is a specialized working body established under the Board of Directors of the Company. Its main functions are to review the Company’s financial condition, examine the Company’s financial information, assess the authenticity, completeness, and accuracy of financial information, inspect the implementation and effectiveness of internal control systems, and mainly be responsible for communication and supervision of external audits, supervision of internal audits, evaluation and improvement of the internal control system of the Company, providing recommendations on these matters, and conducting risk assessments on major ongoing investment projects of the Company. The Audit Committee shall report its work to the Board of Directors.

Chapter 2 Composition of the Committee

Article 3 The Audit Committee shall consist of no fewer than three directors, all of whom must be non-executive directors. The majority of the members (more than half) must be independent non-executive directors, and the Chairman of the Audit Committee must be an independent non-executive director.

The members of the Audit Committee should possess certain experience in finance, accounting, auditing, and legal work, as well as relevant professional knowledge or work experience. At least one member should have the appropriate professional qualifications, or possess the necessary expertise in accounting or related financial management, as stipulated in Article 3.10(2) of the Hong Kong Listing Rules.

The partner(s) of the Company's current external auditor shall not serve as a member of the Audit Committee for a period of two years starting from the date they cease to be a partner of the current external auditor or no longer enjoy any financial interest in the current external auditor (whichever is later).

Article 4 The members of the Audit Committee shall be nominated by the Chairman or the Nomination Committee of the Board of Directors and elected by the Board of Directors with the approval of a majority of all the directors. After the proposal to elect a member is passed, the new member shall assume office immediately after the Board meeting.

Article 5 The Audit Committee shall have a convener, also referred to as the Chairman of the Committee, who shall be an independent non-executive director appointed by the Board of Directors to preside over the work of the Committee. If the Chairman is unable or fails to perform their duties, a new independent non-executive director shall be elected by more than half of the members of the Committee to act on their behalf.

Article 6 The term of office of the Audit Committee members shall be consistent with the term of office of the directors of the Board. Members may be re-elected upon the expiration of their term. During the term, if a member ceases to be a director of the Company, or if a member who should have independent non-executive director status no longer meets the independence requirements stipulated in the Articles of Association and the Hong Kong Listing Rules, the member will automatically lose their status as a Committee member. Audit Committee members may submit a written resignation letter to the Board of Directors prior to the expiration of their term. The resignation letter should include an explanation of the reasons for resignation and any matters that the Board of Directors should pay attention to. If a member loses their qualifications or is permitted to resign, the Board of Directors shall supplement the number of members in accordance with applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, and Articles 3 to 5 above. The term of office of any supplementary members shall end with the conclusion of their term as a director or independent non-executive director. Members shall not be removed from office without cause, except in cases where the Company Law, the Articles of Association, or the Hong Kong Listing Rules prohibit such appointment.

Article 7 Audit Committee members shall not directly or indirectly receive any consulting fees, advisory fees, or other compensation from the Company for their role as Committee members, except for director remuneration and reimbursement of expenses.

Chapter 3 Duties and Authority

Article 8 The Audit Committee shall publicly disclose its scope of authority on the websites of The Stock Exchange of Hong Kong Limited and the Company, and explain its role and the powers delegated to it by the Board of Directors. The specific duties of the Audit Committee include:

- (a) Conducting an annual review of the performance of the external auditor, presenting a summary report of the external auditor's audit work for the Company during the year to the Board of Directors, and providing recommendations to the Board regarding the appointment, reappointment, dismissal, and approval of audit fees, as well as the terms of appointment for the external auditor. The Committee shall also handle any matters relating to the resignation or dismissal of the external auditor. If the Board of Directors disagrees with the Audit Committee's recommendation on the selection, appointment, resignation, or dismissal of the external auditor, the Company shall include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and the reasons for the Board's differing opinion;
- (b) Acting as the principal liaison between the Company and the external auditor, and being responsible for communication between the Company's internal audit department (Internal Control and Internal Audit Department) and the external auditor. This includes reviewing and monitoring whether the external auditor is independent and objective, and whether the audit procedures are effective according to applicable standards. Before the audit procedures begin, the Audit Committee shall discuss the nature, scope, methodology, and reporting responsibilities of the audit with the external auditor, and negotiate the timeline for the financial statement audit for the year. The Audit Committee shall ensure that the external auditor submits the audit report within the agreed timelines. If more than one external auditor is involved, the Audit Committee should ensure coordination between them;
- (c) Developing and implementing policies regarding the provision of non-audit services by external auditors, as needed. The Audit Committee should report any issues that require action or improvement to the Board of Directors and provide recommendations. The term "external auditors" in this context refers to any institution controlled, managed, or jointly held by the external auditor employed by the Company, or any third party reasonably known to have access to all relevant information and recognized as part of the external auditor's international or domestic operations. The Audit Committee should ensure that the provision of non-audit services by the external auditor does not impair its independence or objectivity. For non-audit services, the Audit Committee shall consider the following matters:
 - (i) Whether the external auditor has the necessary competence and experience to provide the non-audit services;
 - (ii) Whether adequate safeguards are in place to ensure that the objectivity and independence of the external auditor's audit work will not be compromised by providing such services;

- (iii) The nature of the non-audit services, the fee levels for such services, and the individual service fees and total service fees for the external auditor; and
- (iv) The standards for determining the remuneration of audit personnel.

The Audit Committee should report to the Board of Directors on any issues that it believes require action or improvement, and provide recommendations on the steps that should be taken.

- (d) Reviewing the Company's accounting policies, financial position, financial reporting procedures, and financial controls; reviewing the completeness, accuracy, fairness and faithfulness of the Company's financial statements, quarterly reports (if any), half-yearly reports, annual reports and accounts; reviewing significant judgments regarding financial reporting contained in the aforementioned statements and reports, and auditing the disclosure of the Company's financial information. Before submitting the relevant statements and reports to the Board, special attention should be paid to the following items: whether there have been any changes in accounting policies, practices, and estimates during the reporting period; areas involving significant judgments; significant adjustments resulting from audits; the going concern assumption or any qualified opinions; and whether accounting treatments comply with accounting standards and whether financial reporting complies with the Company Law, the Hong Kong Listing Rules, and other applicable laws, administrative regulations, departmental rules, and regulatory documents;

For the above key review items, the members of the Audit Committee should liaise with the Board of Directors, senior management, internal and external auditors in a timely manner. The Audit Committee members must meet at least twice a year with the external auditor without the presence of executive directors (unless invited by the Audit Committee). The members must study any significant or abnormal issues reflected or required to be reflected in the Company's reports and accounts, considering issues raised by the Company's accounting and finance departments, regulatory authorities, compliance officers, or auditors;

- (e) Discussing issues and queries raised by the external auditors following their review of the Company's half-yearly accounts and audit of the Company's annual accounts, as well as other matters the external auditors wish to discuss (which may be conducted in the absence of management where necessary);
- (f) Reviewing the Company's financial policies, internal audit system, internal control system, and risk management system, and providing recommendations for improvements, and:
 - (i) Reviewing the Company's financial and accounting policies, practices, and any relevant changes;
 - (ii) Monitoring the preparation process of regular financial reports (quarterly reports, if applicable, half-year financial reports, and annual financial reports), and reviewing related information such as periodic financial reports and financial results announcements;

- (iii) Reviewing the Company's financial controls and (unless there is a separate board risk committee or the Board itself expressly deals with it) reviewing the Company's risk management and internal control systems;
- (iv) Discussing with management and evaluating the effectiveness of financial control, internal control, and risk management systems to ensure that management has performed its duty to establish effective financial controls, internal controls, and risk management systems. Such discussions should cover whether the Company's accounting and financial reporting functions have sufficient resources, qualifications, and experience, as well as whether the training programs for related staff and budgets for accounting and financial reporting functions are adequate. If the annual report contains statements regarding the Company's internal control system, these should be reviewed before being presented to the Board for approval;
- (v) Proactively or as delegated by the Board, conducting investigations into significant findings related to risk management and internal control matters and management's responses to these findings;
- (vi) Ensuring coordination between the internal control and internal audit department and the external auditors; ensuring that the internal control and internal audit department has adequate resources, appropriate standing, and authority within the Company, and reviewing and monitoring the effectiveness of the internal control and internal audit department;
- (vii) Reviewing the operational, financial, and accounting policies and practices of the Company and its subsidiaries;
- (viii) Reviewing the external auditor's management letter or explanatory letter provided to management, any material queries raised by the external auditor to management regarding accounting records, financial accounts, or control systems, and the responses from management;
- (ix) Formulating with the Board the policy regarding the Company's employment of employees and former employees of the external auditors and monitoring the application of such policy. The Audit Committee should consider whether such circumstances impair or appear to impair the external auditor's judgment or independence in performing its audit duties;
- (x) Acting as the key representative body for overseeing the Company's relations with the external auditor;
- (xi) Ensuring that the Board provides a timely response to the issues raised in the external auditor's management letter or explanatory letter provided to management;
- (xii) Formulating and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;

- (xiii) Reviewing and monitoring the training and continuous professional development of directors and senior management;
 - (xiv) Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
 - (xv) Supervising the work of the Company's internal audit department and providing opinions and suggestions on the appraisal and replacement of the head of the internal audit department;
 - (xvi) Monitoring potential improprieties by the Company's employees in relation to financial reporting, internal control, or other matters;
 - (xvii) Reviewing the Company's compliance with the Corporate Governance Code and disclosures made in the Corporate Governance Report;
 - (xviii) Reporting to the Board on any of the above matters, as well as investigating other issues as determined by the Board; and
 - (xix) Reporting to the Board of Directors on the matters set out in Rule D.3.3 of the Corporate Governance Code contained in Appendix C1 to the Hong Kong Listing Rules.
- (g) The Audit Committee shall establish relevant procedures to ensure fair and independent investigation and resolution of the following matters:
- (i) Receiving and handling complaints received regarding accounting, internal control, or auditing matters of the Company, and ensuring their confidentiality;
 - (ii) Receiving and handling complaints or anonymous reports from employees regarding possible improprieties in accounting, auditing, internal control, or other matters, and ensuring their confidentiality; examining procedures by which employees of the Company can raise concerns, in confidence, about possible improprieties in financial reporting, internal control, or other matters, and ensuring that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action by the Company;
- (h) Advising the Board and ensuring effective remedial action is taken regarding the Company's failure to comply with the relevant provisions of the Hong Kong Listing Rules related to the establishment of an Audit Committee;
- (i) Completing other tasks assigned by the Board;
 - (j) Fulfilling any other responsibilities under applicable laws, regulations, departmental rules, normative documents, the Hong Kong Stock Exchange, the Securities and Futures Commission, or as delegated by the Articles of Association and the Board's rules of procedure.

The senior management and relevant departments of the Company shall maintain a cooperative and supportive attitude toward the Audit Committee and proactively provide relevant information. The financial department shall regularly and truthfully provide the Audit Committee with financial and accounting information such as financial reports and capital operation reports, timely report on significant business operations, actively cooperate with the Audit Committee, and earnestly listen to the suggestions and requirements proposed by the Audit Committee.

Article 9 The Audit Committee is responsible to the Board, and the Committee's proposals shall be submitted to the Board periodically for consideration and decision. The Audit Committee shall coordinate with the supervisory activities of the Supervisory Committee.

Article 10 The main scope of authority of the Chairman of the Audit Committee is:

- (a) To convene and preside over meetings of the Audit Committee;
- (b) To preside over the daily work of the Audit Committee;
- (c) To review and sign reports and other important documents of the Audit Committee;
- (d) To examine the implementation of resolutions and recommendations of the Audit Committee;
- (e) To report on work to the Board on behalf of the Audit Committee;
- (f) Other duties that should be performed by the Chairman of the Audit Committee.

Chapter 4 Working Procedures

Article 11 The Internal Control and Audit Department, which is responsible for the Company's internal audit, is directly led by the Audit Committee and serves as the daily office of the Audit Committee.

Article 12 The Internal Control and Audit Department shall be responsible for the preliminary preparations for the decision-making of the Audit Committee, providing written materials on relevant aspects of the Company:

- (I) Financial reports related to the Company;
- (II) Work reports from internal audit departments and external audit agencies;
- (III) External audit contracts and related work reports;
- (IV) External disclosure of information by the Company;
- (V) Connected transaction agreements, audit reports on major connected transactions and feedback on the investigations of connected persons;

- (VI) Financial and legal data related to major investment projects;
- (VII) Related work reports on the internal control system and implementation of the Company;
- (VIII) Other relevant data.

The Audit Committee performs its main duties under Article 8 hereof based on the materials provided by its daily office.

Article 13 The working mode of the Audit Committee:

- (I) Discussing the internal audit work plans, listening to the Company's financial work reports, deliberating on the reports provided by the Internal Control and Audit Department, and reviewing the Company's quarterly (if any), semi-annual, and annual financial reports during the Audit Committee meetings. The Audit Committee may make decisions based on the opinions of experts from professional institutions and report matters that need to be decided by the Board of Directors to the Board of Directors for deliberation, mainly including:
 - 1. Evaluation of the performance of the external audit agencies, appointment and replacement of the external audit agencies, and approval of the remuneration and appointment clauses of the external audit agencies;
 - 2. Whether the Company's internal control system and internal audit system have been effectively implemented and whether its financial reports are comprehensive and authentic;
 - 3. Whether the financial reports and other information disclosed by the Company to the public are objective and true, and whether the Company's major connected transactions comply with the provisions of relevant laws and regulations;
 - 4. Evaluation of the performance of the Company's finance department and its heads, and the audit department and its heads;
 - 5. Other relevant matters;
- (II) In the process of preparing and disclosing the Company's annual financial reports, the Audit Committee shall follow the following working rules and procedures:
 - 1. Consulting with the external audit agencies responsible for the audit of the Company's financial reports for that year (hereinafter referred to as the "**annual audit CPA**") to determine the schedule of the audit work for the fiscal year after the fiscal year;
 - 2. Urging the annual audit CPA to submit the audit report within the agreed period;
 - 3. Reviewing the financial accounting statements prepared by the Company before the annual audit CPA enters the site;

4. Reviewing the financial statements of the Company after the annual audit CPA has issued preliminary audit opinions;
5. Convening the Audit Committee meetings to review the financial statements, proposing a further appointment or replacement of the annual audit certified auditors for the ensuing year, and summarizing the audit work of the annual audit certified public accountant firm for the current year to form a report.

The Chairman of the Audit Committee or (if absent) another member of the Audit Committee (who must be an independent non-executive director) shall attend the Company's annual general meeting of shareholders and respond to shareholders' questions regarding the activities and responsibilities of the Audit Committee.

Chapter 5 Rules of Procedures

Article 14 The Audit Committee meetings are divided into regular meetings and interim meetings.

The regular meetings of the Audit Committee shall be held at least twice a year before the regular meetings of the Board of Directors to discuss the opinions and suggestions to be submitted to the Board. The Audit Committee shall review and deliberate on the Company's interim and annual financial statements at the two meetings each year.

The Chairman of the Audit Committee may convene interim meetings at his own discretion or at the request of an independent accountant or internal auditor. An interim meeting may be convened as proposed by more than half of the committee members or suggested by the Board Chairman.

Article 15 The Audit Committee meetings shall be convened by the Chairman of the Committee and a meeting notice shall be issued. All the members shall be informed of the meeting notice and meeting materials three days before the meeting. The requirement for advance notice may be waived with the unanimous consent of all members.

Article 16 If the Chairman of the Committee is unable to attend the meeting, he or she may entrust another independent non-executive director to preside over the meeting. The interim meetings may be convened without being subject to the above-mentioned time limit for notice.

Article 17 The Audit Committee meetings shall be convened only if more than two-thirds of the members are present, among whom one member must be an independent non-executive director. A member who is unable to attend may appoint another member in writing to attend and vote on his/her behalf by a written power of attorney. The power of attorney shall include the name of the proxy, the matters, the scope of authorization and the validity period, which shall be signed or officially sealed by the appointing member and delivered to the Chairman of the meeting no later than the voting date.

A resolution of the meeting shall be passed by more than half of all members, and relevant resolutions or opinions shall be signed by the members of the Audit Committee present at the meeting. Each member is entitled to one vote. They shall vote for or against the resolution or abstain from voting. When the number of votes in favor is equal to the number of votes against the resolution, the Chairperson of the Committee has the right to cast one more vote.

Article 18 The Audit Committee meetings may be held in the form of on-site meetings, teleconferences, video conferences, circulation of documents, faxes, email, and other appropriate means.

Article 19 The person in charge of the Internal Control and Audit Department may attend the Audit Committee meetings as non-voting delegates. Directors, supervisors and senior management of the Company may be invited to attend the meetings as nonvoting delegates if necessary, but non-members of the Committee have no right to vote on the proposals of the meetings.

Article 20 The Company shall provide sufficient resources to the Audit Committee for the performance of its duties. The working expenses of the Audit Committee shall be included in the Company's budget. The Audit Committee is entitled to appoint lawyers, certified public accountants, certified auditors and other professionals to provide professional advice for decision-making during the performance of its duties, with the reasonable expenses incurred borne by the Company.

Article 21 The procedures for convening the Audit Committee meetings, the voting modes and the resolutions adopted at the meetings must comply with the applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the Company's Articles of Association and the Rules.

Article 22 Detailed and complete meeting minutes shall be prepared for the Audit Committee meeting. The members attending the meeting shall sign on such minutes. The minutes shall be properly kept by the Board Secretary of the Company and shall be kept for no less than ten years during the Company's existence. Within a reasonable period after each Audit Committee meeting, the first draft and the final version of the meeting minutes shall be sent to all members of the Audit Committee. The first draft shall be offered to members to express their opinions, and the final version shall be used for record. They shall be delivered to all members for circulation after signed by the members of the Audit Committee present at the meeting. If any director issues a reasonable notice, the meeting minutes shall be made public for his or her reference at any reasonable time. The meeting minutes shall have detailed records of the matters considered and decisions reached at the meeting, including any concerns raised or objections expressed by the directors. The resolutions of the Audit Committee shall come into effect upon signature by members present at the meeting and may only be modified or altered in accordance with the legal procedures prescribed by applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the Articles of Association and the Rules. The resolutions passed at the committee meeting and the voting results shall be reported to the Board in writing.

Article 23 The minutes of the Audit Committee meeting shall include at least the following: the date and place of the meeting and the name of the convener; the names of attendees at the meeting who is entrusted to attend the meeting; agenda; key points of committee members' speeches; the voting mode and result of each resolution or proposal; other matters that should be stated and recorded in the meeting minutes.

Article 24 Members attending the meeting and those attending as non-voting delegates are obligated to keep confidential the matters discussed at the meeting and shall not disclose such information without authorization, unless otherwise required by applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and/or regulatory authorities.

Chapter 6 Supplementary Rules

Article 25 The terms “above” and “within” as used in these Rules shall include the number itself; “more than” shall exclude the number itself.

Article 26 The Rules have been approved by the Board of Directors and shall come into effect and be implemented from the date on which the Company’s publicly issued H-shares are listed on the Stock Exchange of Hong Kong Limited.

Article 27 The Rules shall be revised and interpreted by the Board of Directors.

Article 28 In the event of any matters not specified herein, the applicable laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing rules and other relevant regulatory rules of the listing place and the Articles of Association of the Company shall prevail; in case of any conflicts between the Rules and the applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules and other relevant regulatory rules of the listing place or the Articles of Association, the latter shall prevail. Under such circumstances, the Rules shall be modified as soon as possible and submitted to the Board of Directors for deliberation and approval.