



ZO FUTURE GROUP

大象未來集團

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

**(Stock Code: 2309)**

**TERMS OF REFERENCE OF  
THE AUDIT COMMITTEE**

(Revised version adopted on 26 June 2025)

**1. CONSTITUTION**

The audit committee (the “Audit Committee”) of the board (the “Board”) of directors (the “Directors”) of ZO Future Group (the “Company”) is established pursuant to a resolution passed by the Board at its meeting held on 26 July 2007.

**2. MEMBERSHIP**

- The Audit Committee members shall be appointed by the Board and shall comprise Non-executive Directors only and shall consist of not less than three members, a majority of whom should be independent.
- At least one of the Audit Committee members shall be an Independent Non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rules 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- A former partner of the Company’s existing auditing firm shall be prohibited from acting as a member of the Audit Committee for a period of at least two (2) years from the date of his ceasing (whichever is later):
  - (a) to be a partner of the firm; or
  - (b) to have any financial interest in the firm.
- The chairman of the Audit Committee shall be appointed by the Board and should be an Independent Non-executive Director.
- The appointment of the Audit Committee members may be revoked, or additional members may be appointed to the Audit Committee by separate resolutions passed by the Board and by the Audit Committee.

### **3. SECRETARY**

- The Company Secretary shall be the secretary of the Audit Committee. In the absence of the secretary of the Audit Committee, members of the Audit Committee present at the meeting may elect among themselves or appoint another person as the secretary of that meeting.

### **4. ATTENDANCE AT MEETINGS**

- Members of the Audit Committee may attend meetings of the Audit Committee either in person, by telephone or through other electronic means of communication or in such other manner as the members may agree.
- The chairman of the Audit Committee and a representative of the external auditors shall normally attend meetings.
- At the discretion of the Audit Committee, others (including other members of the Board, the internal auditor(s) and other managers) might be invited to attend meetings or parts of meetings.
- At least twice a year the Audit Committee shall meet with the external and internal auditors without executive Board members present.

### **5. QUORUM**

- The quorum necessary for the transaction of the business of the Audit Committee shall be two members of the Audit Committee. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Audit Committee.

### **6. FREQUENCY OF MEETINGS**

- Meetings shall be held at least twice a year. The external auditors may request a meeting if they consider that one is necessary.
- The external auditors may have access to the chairman or any other member of the Audit Committee as required in relation to any matter falling within the remit of the Audit Committee.

### **7. NOTICE OF MEETINGS**

- Unless otherwise agreed, 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 Audit Committee and any other person required to attend, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Audit Committee members and to other attendees as appropriate, at the same time.

## 8. AUTHORITY

- The Audit 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 employees and all employees are directed to co-operate with any request made by the Audit Committee.
- The Audit Committee will not be responsible for supervising the performance of executives (nor permitted to do so) and will not be required to become involved in day-to-day operations, management functions or decision-making.
- The Audit 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.
- The Audit Committee shall be provided with sufficient resources to perform its duties.

## 9. DUTIES

The duties of the Audit Committee shall be:

### *Relationship with the Company's external auditors*

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment 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;
- (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 Audit Committee should discuss with the external 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 Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- (d) to act as the key representative body for overseeing the Company's relations with the external auditor;

### *Review of the Company's financial information*

- (e) to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Audit 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 legal requirements in relation to financial reporting;
- (f) Regarding (e) above:
  - (i) members of the Audit Committee should liaise with the Board, senior management and Chief Financial Officer/Financial Controller and the Audit Committee must meet, at least twice a year, with the Company's auditors; and
  - (ii) the Audit 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 Chief Financial Officer/Financial Controller, Company Secretary or auditors;

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

- (g) to review the Company's financial controls, risk management and internal control systems;
- (h) to ensure that the effectiveness of the risk management and internal control systems of the Company and its subsidiaries is reviewed at least annually, and management to provide a confirmation on the effectiveness of these systems, and the scope of the review should cover all material controls, including financial, operational and compliance controls;
- (i) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have appropriate and effective risk management and internal control systems for the purposes of dealing with identified risks, safeguarding assets, preventing and detecting fraud, misconduct and loss;

- (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 group's financial and accounting policies and practices;
- (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 this terms of reference;
- (p) to review and discuss the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- (q) to monitor the compliance of the whistleblowing policy, and ensuring the fair and independent investigation and appropriate follow-up of such matters:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, financial reporting, internal control, auditing or other matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, financial reporting, internal control, auditing or other matters;
- (r) to review arrangements by which employees of the Company may, in confidence, raise concerns 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 such matters and for appropriate follow-up action; and
- (s) to consider other topics, as defined by the Board.

## **10. REPORTING PROCEDURES**

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

- Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company shall include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.
- Full minutes of Audit Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the Audit Committee meetings should be sent to all members of the Audit Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

*This document has been translated into Chinese. In case of discrepancies between the English version and the Chinese version, the English version shall prevail.*