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CHINA AIRCRAFT LEASING GROUP HOLDINGS LIMITED

中國飛機租賃集團控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 1848)

**TERMS OF REFERENCE OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

CHINA AIRCRAFT LEASING GROUP HOLDINGS LIMITED
(the “Company”)

(Adopted by the Company pursuant to the board resolution passed on 11 September 2013 and amended on 27 June 2023 and 8 July 2025, respectively)

Terms of reference of the audit committee (the “Audit Committee”)
of the board of directors (the “Board”) of the Company
(which together with its subsidiaries, the “Group”)

1. Constitution

The Audit Committee is established pursuant to the Board resolutions passed on 11 September 2013.

2. Membership

- 2.1 Members of the Audit Committee shall be appointed by the Board from amongst the non-executive directors of the Company only and a majority of whom shall be independent non-executive directors of the Company. The Audit Committee shall consist of not less than three members, at least one of whom is an independent non-executive director with appropriate qualifications of accounting or related financial management expertise as required in Rule 3.10(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
- 2.2 The chairman of the Audit Committee shall be appointed by the Board and must be an independent non-executive director of the Company and in his/her absence, members present may elect any member to chair the meeting of the Audit Committee.
- 2.3 The Company Secretary or his/her delegate or such other person appointed by the chairman of the Audit Committee shall be the secretary of the Audit Committee (“**Secretary**”) and in his/her absence, such other person appointed by the chairman of the Audit Committee shall act as secretary of the relevant meeting of the Audit Committee.
- 2.4 The appointment of the members may be revoked, or additional members may be appointed to the Audit Committee by separate resolutions passed by the Board.

2.5 A former partner of the Company's existing auditing firm ("**Firm**") should be prohibited from acting as a member of the Audit Committee for a period of two years from the date of the person ceasing:

- (a) to be a partner of the Firm; or
- (b) to have any financial interest in the Firm,

whichever is later.

3. Proceedings of the Audit Committee Meeting

3.1 **Notice:**

- (a) Unless otherwise agreed by all Audit Committee members, a regular meeting of the Audit Committee shall be called by giving at least seven (7) days' notice ("**Regular Meeting**"). Should an urgent meeting be required at short notice, such meeting may be held by means of a teleconference or by the circulation of a proposed resolution to all members.
- (b) A member of the Audit Committee may, and on the request of a member of the Audit Committee, the Secretary may at any time summon a meeting of the Audit Committee. Notice shall be given to each member of the Audit Committee orally in person or in writing or by telephone or by facsimile transmission or other electronic communication mode at the telephone number or facsimile number or address from time to time notified to the Secretary by such member of the Audit Committee or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (c) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Audit Committee for the purposes of the meeting. Supporting documents shall be sent to the members of the Audit Committee and other attendees at least three (3) days in advance of the meeting (or other agreed period).

3.2 **Quorum:** The quorum of the Audit Committee meeting shall be two members of the Audit Committee.

- 3.3 **Attendance:** The chief financial officer of the Company (or any officer(s) assuming the relevant functions but having a different designation) and a representative of the external auditor shall normally attend meetings of the Audit Committee. The executive directors of the Company shall also have the right of attendance. However, at least twice a year the Audit Committee shall meet with the external auditor in the absence of the executive directors of the Company.
- 3.4 Resolutions of the Audit Committee at any meeting shall be passed by a majority of votes of the members present. In the case of equality of votes, the chairman of the Audit Committee shall have a second or casting vote.
- 3.5 The Audit Committee shall meet at least twice a year to review and discuss the interim and annual financial statements of the Company and special meetings of the Audit Committee may be called at the discretion of the chairman of the Audit Committee or at the request of the Board or senior management to review significant control or financial issues.
- 3.6 Resolutions may be passed by all members of the Audit Committee in writing.

4. Alternate members

A member of the Audit Committee may not appoint any alternate.

5. Authority

- 5.1 The Audit Committee may exercise the following powers:
- (a) to seek any information it requires from any employee of the Group and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend meetings of the Audit Committee and to supply information and answer questions raised by the Audit Committee and all employees are required to co-operate with any request made by the Audit Committee;
 - (b) to monitor whether the Group's management has, in the performance of its duties, infringed any policies set by the Board or any applicable law, regulation and code (including the Listing Rules and other rules and regulations from time to time prescribed by the Stock Exchange and/or laid down by the Board or a committee thereof);

- (c) to investigate all suspected fraudulent acts involving the Group and request management to make investigation and submit reports;
- (d) to review the Group's risk management and internal control procedures and systems;
- (e) to review the performance of the Group's employees in the accounting and internal audit department;
- (f) to make recommendations to the Board for the improvement of the Group's risk management and internal control procedures and systems;
- (g) to request the Board to convene a Board meeting for purposes of revoking the appointment of any Director if there is evidence showing that the relevant Director has failed to discharge his/her duties properly;
- (h) to form a review opinion and present its recommendations to the Board on appointment or replacement of the external auditor, and request the Board to take all necessary actions, including convening an extraordinary general meeting, to replace and dismiss the external auditor;
- (i) to obtain external legal or other independent professional advice and to secure the attendance of external advisers or experts with relevant experience and expertise if it considers necessary at the Company's expense; and
- (j) to exercise such powers as the Audit Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

5.2 The Audit Committee should be provided with sufficient resources to perform its duties.

6. Duties

The duties of the Audit Committee shall be:

Relationship with the Company's auditor

- (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;
- (c) to 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 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;

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, quarterly reports of the Company (when required by the Listing Rules or when deemed appropriate by the Company), and to review significant financial reporting judgements contained in them;
- (f) to review the Company's annual report and accounts, half-year report and quarterly report of the Company (when required by the Listing Rules or when deemed appropriate by the Company) before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;

- (iii) significant adjustments resulting from the audit;
 - (iv) the going concern assumption and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (g) with regard to (f) above:
- (i) members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's external auditor; and
 - (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and account, it should 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;

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

- (h) to review the Company's financial controls, risk management and internal control systems; (*note*)
- (i) to ensure that the risk management and internal control systems of the Company and its subsidiaries are reviewed at least annually (the scope of which review should cover all material controls, including financial, operational and compliance controls), and that management to provide a confirmation on the effectiveness of these systems;
- (j) 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, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (k) 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;

- (l) 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;
- (m) to review the Group's financial and accounting policies and practices;
- (n) to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;
- (o) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (p) to report to the Board on the matters set out in the code provisions contained in the Corporate Governance Code in Appendix C1 to the Listing Rules (as amended from time to time);
- (q) to establish and review arrangements (including but not limited to the arrangements as set out under the whistle-blowing policy of the Company) which employees (including secondees), officers and directors of the Group and external third parties who deal with the Group (including but not limited to customers and suppliers) can use, in confidence, to raise concerns about possible improprieties in financial reporting, risk management, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (r) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (s) to consider other topics, as defined by the Board from time to time; and

Others

- (t) other requirements on the duties and authorities of the Audit Committee according to the Listing Rules, as amended from time to time.

7. Minutes of meetings

- 7.1 Full minutes of the meetings of the Audit Committee should be kept by the Secretary of the Audit Committee and shall be available for inspection by any members of the Audit Committee or the Board at any reasonable time on reasonable notice. Draft and final versions of minutes of the meeting of the Audit Committee or, as the case may be, written resolutions should be sent to all members of the Audit Committee for their comment and records within a reasonable time after the meeting.
- 7.2 Minutes of the Audit Committee should record in sufficient detail the matters considered by the Audit Committee and decisions reached, including any concerns raised by any member or dissenting views expressed.

8. Reporting procedures

- 8.1 The chairman of the Audit Committee shall report at the forthcoming regular Board meeting any key decisions made within the Audit Committee's duties and responsibilities and shall table before the Board a list of minutes of committee meetings and/or a summary of issues for discussion.
- 8.2 The chairman of the Audit Committee, or in the absence of the chairman of the Audit Committee, a member, or failing this his/her duly appointed delegate, shall attend the annual general meeting of the Company and make himself/herself available to respond to any questions from the shareholders of the Company on the Audit Committee's activities and responsibilities.

9. Continuing applications of the constitutional documents of the Company

The constitutional documents of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Audit Committee.

10. Powers of the Board

The Board may, subject to compliance with the constitutional documents of the Company and the Listing Rules, amend, supplement and revoke these terms of reference provided that no amendments to and revocation of these terms of reference shall invalidate any prior act and resolution of the Audit Committee which would have been valid if such terms of reference had not been amended or revoked.

11. Supplementary Provision

For any matters not covered in these terms of reference, the relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the constitutional documents of the Company shall apply. If the relevant provisions of these terms contravene with the laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority and the constitutional documents of the Company as enacted or amended in the future, such relevant laws and regulations, the Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised constitutional documents of the Company shall prevail.

Note: Unless expressly addressed by a separate board risk committee, or by the Board itself, the Audit Committee has the duty to review the Company's risk management and internal control systems.