

GREATIME INTERNATIONAL HOLDINGS LIMITED

廣泰國際控股有限公司

(the “Company”)

(Incorporated in the British Virgin Islands with limited liability)

**AMENDED AND RESTATED
TERMS OF REFERENCE
OF
THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(the “Committee”)**

**Adopted pursuant to a resolution
passed by the board (“Board”)
of directors (“Directors”) of the Company
on 27 March 2012**

**(as amended by a resolution
of the Board on 22 February 2016)**

**(as further amended by a resolution
of the Board on 23 January 2019)**

1. MEMBERSHIP

- 1.1 Members of the Committee (“**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the non-executive Directors only and shall consist of not less than three (3) 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**”).
- 1.2 The majority of the Members shall be independent non-executive Directors.
- 1.3 The chairman (the “**Chairman**”) of the Committee shall be an independent non-executive Director appointed by the Board.
- 1.4 A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Committee for a period of two years from the date if his or her ceasing:
 - (a) to be a partner of the firm; or
 - (b) to have any financial interest in the firm,whichever is later.
- 1.5 The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association (the “**Articles**”) of the Company.
- 1.6 The appointment of the Members and secretary of the Committee (the “**Secretary**”) may be revoked, or additional Members may be appointed by separate resolutions passed by the Board and by the Committee.
- 1.7 The company secretary or his or her nominee shall act as the Secretary.

2. PROCEEDINGS OF THE COMMITTEE

2.1 Notice

- (a) Unless otherwise agreed by all the Members, a meeting (the “**Meeting**”) of the Committee shall be called by at least fourteen (14) days’ notice.

- (b) A Member may, and at the request of a Member, the Secretary shall, at any time summon a Meeting. Notice shall be given to each Member at least fourteen (14) days before the date of the meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the Secretary by such Member or by such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing.
- (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 for the purposes of the Meeting.

2.2 Quorum

The quorum of the Meeting shall be constituted by two (2) Members, one of which should be an independent non-executive Director.

2.3 Attendance of Meetings by non-members

The finance director, the head of internal audit of the Company (or any officer(s) assuming the relevant functions but having a different designation) and a representative of the external auditor of the Company shall normally attend the Meetings. The executive Directors shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors of the Company in the absence of the executive Directors.

2.4 Frequency of Meetings

- (a) Meetings shall be held at least once every six months to consider the budget, revised budget and half-year report prepared by the Board. Additional Meetings should be held as and when the Committee considers necessary.
- (b) The Chairman may convene additional Meetings at his or her discretion.
- (c) The external auditor may request the Chairman to convene a Meeting if they consider necessary.
- (d) Proceedings of Meetings shall be governed by the Articles.

2.5 Voting

Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present.

2.6 Others

Meetings could be held in person, by telephone or by video conference. Members may participate in a Meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the Meeting are capable of hearing each other.

3. WRITTEN RESOLUTIONS

A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Meeting and may consist of several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by fax or other electric communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

4. ALTERNATE MEMBERS

No alternate Members can be appointed.

5. AUTHORITY

The Committee is authorised to evaluate and supervise the financial reporting process and internal control systems of the Company and its subsidiaries (together as, the “**Group**”). In exercising such authorities, the Committee shall have the power:

- (a) to seek any information it requires from any employee of the Company and of its subsidiaries, and any of the Company’s professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Meetings and to supply information and answer questions raised by the 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 its employees and request management to make investigation and submit reports;
- (d) to review the Group’s internal control procedures and system and financial reporting process;

- (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 internal control procedures and system and financial reporting process;
- (g) to request the Board to take all necessary action, including convening a shareholders' meeting for purposes of revoking the appointment of any Director and to dismiss any employees if the Committee deems there is evidence showing that the relevant Director and/or employee has failed to perform his or her duties properly;
- (h) to request the Board to take all necessary actions, including convening an extraordinary general meeting, to replace and dismiss the auditors of the Group;
- (i) to retain outside legal or other independent professionals and obtain their advice and to secure the attendance of independent third parties with relevant experience and expertise, if it considers this necessary; and
- (j) to obtain sufficient resources from the Company to perform its duties.

6. DUTIES

The duties of the Committee shall include, without limitation:

Relationship with the Company's auditor

- (a) to consider and 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 Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences. In connection, the Committee shall:
 - (i) consider all relationships between the Company and the external auditor (including non-audit services);

- (ii) obtain from the external auditor annually information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
 - (iii) meet with the external auditor, at least annually, in the absence of the management, to discuss matters relating to its audit fee, any issues arising from the audit and any other matters the external auditor may wish to raise;
- (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. When assessing the external auditor's independence or objectivity in relation to non-audit service, the Committee shall consider:
 - (i) whether the skills and experience of the audit firm make it a suitable supplier of the non-audit services;
 - (ii) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditor provides non-audit services;
 - (iii) the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the audit firm; and
 - (iv) criteria for compensation of the individuals performing the audit.

The Committee should report to the Board, identifying and making recommendation on any matters where action or improvement is needed; and

- (d) to approve the policies on hiring employees or former employees of the external auditors and monitoring the application of these policies and consider whether there has been or appears to be any impairment of the auditor's judgment or independence for the audit;

Review of the Company's financial information

- (e) to monitor integrity of the Company's financial statements and these annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports 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 legal requirements in relation to financial reporting;
- (f) in regard to (e) above:
 - (i) Members should liaise with the Board and the Company's senior management and the Committee must meet, at least twice a year, with the Company's auditor; and
 - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in report and accounts, and 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 and internal control procedures

- (g) to review the Company's financial controls, internal control and risk management systems;
- (h) to discuss the internal control system with management to ensure that management has performed 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;

- (i) to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (j) 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;
- (k) to review the Group's financial and accounting policies and practices;
- (l) 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;
- (m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (n) to disclose, upon due and careful enquiries, its major views regarding the compliance and internal control related matters of the Company in the annual report of the Company in the three years immediately after listing of the shares of the Company on the main board of the Stock Exchange;
- (o) to report to the Board on the matters in these terms of reference and those set out in the code provisions as stated in Appendix 14 of the Listing Rules from time to time;
- (p) to consider other topics, as defined by the Board;
- (q) to review arrangements by which employees of the Group can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and the 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 Group's relationship with the external auditor; and
- (s) to establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Committee about possible improprieties in any matter related to the Company.

7. VETO RIGHTS OF THE COMMITTEE

The Committee has the following veto rights. The Group cannot implement any of the following matters which have been vetoed by the Committee:

- (a) to approve any connected transaction within the meaning of the Listing Rules which requires an independent shareholders' vote (unless the approval of such connected transaction is made conditional on the obtaining of the approval of the independent non-executive Directors and the independent shareholders); and
- (b) to employ or dismiss the Group's financial controller or the internal audit manager or persons holding similar positions.

8. REPORTING PROCEDURES

8.1 The Committee should report to the Board on a regular basis. In particular, the Committee shall report to the Board on any suspected frauds and irregularities, failures of internal control or suspected infringements of/non-compliance with laws, rules and regulations, which come to its attention and are of sufficient importance to warrant the attention of the Board.

8.2 Full minutes of the Meetings should be kept by the Secretary. Draft versions of minutes of Meetings shall be circulated to all Members for their comment and records within a reasonable period of time after each Meeting. The Secretary shall circulate draft and final versions of the minutes of Meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on regular basis. The Secretary shall keep record of all Meetings held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meeting held during that financial year.

8.3 Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

9. ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman or another Member shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders on the Committee's activities and responsibilities.

10. CONTINUING APPLICATIONS OF THE ARTICLES AND “A GUIDE FOR EFFECTIVE AUDIT COMMITTEES”

10.1 The Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions herein shall apply, *mutatis mutandis*, to regulate the Meetings and proceedings of the Committee.

10.2 The provisions of “A Guide for Effective Audit Committees” published by the Hong Kong Society of Accountants (as it was then known) in February 2002 and adopted by the Company on 19 August 2011 shall, to the extent not inconsistent with the provisions of these terms of reference, be deemed to be incorporated into these terms of reference, *mutatis mutandis*.

11. AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

11.1 These terms of reference, in substitution for and to the exclusion of the terms of references adopted by the Board on 19 August 2011, shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including them on the Stock Exchange of Hong Kong Limited’s website and the Company’s website.

11.2 The Board may, subject to compliance with the Articles and the Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or, if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.