

Sheng Ye Capital Limited 盛業資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8469)

(the “Company”)

AUDIT COMMITTEE — TERMS OF REFERENCE

Approved by the board of directors of the Company (the “Board”) on 19 June 2017 and revised by the Board on 25 January 2019.

1. MEMBERSHIP

- 1.1 The audit committee (the “Committee”) shall be appointed by the Board from time to time from amongst the Non-executive Directors (who shall include Independent Non-executive Directors) of the Company and shall consist of not fewer than three members, a majority of whom should be Independent Non-executive Directors of the Company. At least one of the members of the Committee shall be an Independent Non-executive Director of the Company with appropriate professional qualifications or accounting or related financial management expertise (as required under rule 5.05(2) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).
- 1.2 A former partner of the existing auditing firm of the Company and its subsidiaries (collectively the “Group”) from time to time may not act as a member of the Committee for a period of two years commencing on the date of his ceasing (a) to be a partner of the firm or (b) to have any financial interest in the firm, whichever is the later.
- 1.3 The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director of the Company.
- 1.4 The term of office of a member of the Committee shall be determined by the Board. The appointment of the members of the Committee may be revoked by the Board. An appointment of a Committee member shall be automatically revoked if such member ceases to be a member of the Board.
- 1.5 Save as otherwise appointed by the Committee, the Company Secretary of the Company shall be the secretary of the Committee and in the absence of the Company Secretary or his/her nominee, a member of the Committee shall act as the secretary.

1.6 Each member shall disclose to the Committee:

- (i) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
- (ii) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

2. MEETINGS

Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to meetings and proceedings of the Committee.

2.1 Attendance at Meetings

- (i) Only Committee members have a right to attend Committee meetings. The other Directors, the staff who is responsible for the accounting and financial reporting function of the Group, the Group's internal auditor, where an internal audit function exists in the Company, and a representative of the Group's external auditors and any person whom the Chairman of the Committee considers appropriate may be invited to attend meetings of the Committee. However, they cannot be counted towards the quorum and to vote for any matter to be resolved by the Committee. The Committee may hold separate private meeting(s) with the internal auditor and/or the external auditors, without the presence of the Executive Directors or senior management of the Company whenever they think fit and appropriate.
- (ii) Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

2.2 Frequency and proceedings of meetings

- (i) The Committee shall meet at least four times a year.
- (ii) Meetings of the Committee shall be called by its chairman or at the request of the Board or by the secretary at the request of a Committee member. The external auditors or any member of the Committee may request a meeting, with or without the presence of the management of the Company, if they consider that one is necessary.
- (iii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Committee, the Chief Executive Officer of the Company, the Chief Financial Officer of the Company and any other person required to attend, no fewer than five working days prior to the date of the meeting.
- (iv) The Chairman of the Committee shall chair the meetings of the Committee. In the absence of the Chairman, the Committee Members present at the meeting shall elect one amongst themselves to chair the meeting.
- (v) The quorum of a meeting of the Committee shall be two members, one of whom shall be an Independent Non-executive Director of the Company. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- (vi) Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee. In case of equality of votes, the Chairman of the meeting shall have a casting vote.
- (vii) With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions. A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one(1) or more of the Committee members. Such resolution may be signed and circulated by post, by fax and by other means of electronic communications.

3. AUTHORITY

- 3.1 The Committee is authorised by the Board to conduct any investigation within its scope of powers. In the discharge of its duties as set out above, the Committee is authorised to seek any information it requires from any employee of the Company and its subsidiaries and all such employees are directed to co-operate with any request made by the Committee.
- 3.2 The Committee is authorised by the Board, at the Company's reasonable expense, to appoint legal or other independent professional advisers with relevant experience and expertise to assist the Committee in the discharge of its duties set out in these terms, and to secure the attendance of such professional advisers at its meetings if it considers it necessary.
- 3.3 The Committee is authorised to require management of the Company to provide it with such resources as may be necessary for it to discharge its duties as set out in these terms.
- 3.4 The Committee is authorised to review any arrangement which may raise concerns about possible improprieties in financial reporting, risk management and internal control or other matters.
- 3.5 The Committee should be provided with sufficient resources to perform its duties.

4. RESPONSIBILITY

- 4.1 The Committee is to serve as a focal point for communication between other Directors of the Company, the external auditors and the internal auditor, where an internal audit function exists in the Company, as regards their duties relating to financial and other reporting, risk management and internal controls, external and internal audits and such other matters as the Board determines from time to time.
- 4.2 The Committee is to assist the Board in providing an independent review and supervision of financial reporting and risk management, by satisfying themselves as to the effectiveness of the internal controls of the Group, and as to the adequacy of the external and internal audits.

5. DUTIES, POWERS AND FUNCTIONS

The duties of the Committee include the following:

Relationship with the Company's auditors

- (a) to act as the key representative body for overseeing the Company's relations with the external auditor, 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 with the Group's management, external auditors and internal auditor, where an internal audit function exists in the Company, the adequacy of the Group's policies and system regarding internal controls (including financial, operational and compliance controls), risk management system and any statement by the directors of the Company to be included in the annual accounts prior to endorsement by the Board;
- (c) before audit commencement, (i) review external auditors' independence, objectivity, effectiveness of the audit process and the nature and scope of the external audit, including the engagement letter, and the reporting obligations, in accordance with applicable standards; and (ii) discuss with the external auditor the nature and scope of the audit and reporting obligation. The Committee should understand the factors considered by the external auditors in determining their audit scope. The external audit fees are to be negotiated by management of the Company, and presented to the Committee for review and approval annually;
- (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 Committee should report to the board, identifying and making recommendations on any matters where action or improvement is needed;
- (e) to seek from the external auditors, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including provision of non-audit services and requirements regarding rotation of audit partners and staff;

- (f) to evaluate the cooperation received by the external auditors, including their access to all requested records, data and information; obtain the comments of management of the Company regarding the responsiveness of the external auditors to the Group's needs; inquire of the external auditors as to whether there have been any disagreements with management of the Company which if not satisfactorily resolved would result in the issue of a qualified report on the Group's financial statements;
- (g) to review and monitor the integrity of the Company's financial statements and the annual, quarterly and interim financial reports, and to review significant financial reporting judgements contained in them prior to approval by the Board, with particular focus on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustment resulting from the audit/review;
 - (iv) the going concern assumption and any qualifications;
 - (v) the cashflow position of the Group;
 - (vi) compliance with the accounting and auditing standards;
 - (vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group and whether such connected transaction, if any, have been carried out in accordance with the terms of the agreement governing such transaction;
 - (viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;
 - (ix) whether all relevant items have been adequately disclosed in the Group's Corporate Governance Report in accordance with the GEM Listing Rules; and
 - (x) compliance with the GEM Listing Rules and all legal requirements in relation to financial reporting.

- (h) with regard to (e) above:
 - (i) members of the Committee must liaise with the Board and senior management of the Company, and the Committee must meet, at least twice a year, with the external auditors, with or without the presence of the Executive Director and senior management of the Company; and
 - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and must give due consideration to any matters that have been raised by the staff responsible for the accounting and financial reporting function, compliance officer or auditor;

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

- (i) to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the board itself, to review the Company's risk management and internal control systems;
- (j) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (k) to review the draft representation letter prior to approval by the Board;
- (l) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an 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;
- (m) 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;
- (n) where an internal audit function exists in the Company, to review and monitor the scope, effectiveness and results of internal audit function, ensure co-ordination between the internal and external auditors and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group;

- (o) to review the Group's financial and accounting policies and practices;
- (p) to discuss with the external auditors any recommendations arising from the audit (if necessary in the absence of management of the Company); and review the draft management letter, any material queries raised by the auditor to management of the Company in respect of the accounting records, financial accounts or systems of control including the response of the Company's management to the points raised;
- (q) to ensure that the board will provide a timely response to the issues raised in the external auditor's management letter;
- (r) apprise the Board of significant developments in the course of performing the above duties;
- (s) consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the response of the Company's management into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations;
- (t) recommend to the Board any appropriate extensions to, or changes, in the duties of the Committee;
- (u) to report to the Board on above matters; and
- (v) to consider other topics, as requested by the Board.

6. REPORTING PROCEDURES

- 6.1 Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the Corporate Governance Report a statement from the Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.
- 6.2 Full minutes of the meetings of the Committee should be kept by the secretary of the Committee. Minutes shall record matters considered and decisions reached by the members of the Committee in details, including any doubt or disagreement raised by the members of the Committee. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.

- 6.3 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board within a reasonable time after each meeting.
- 6.4 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the board. Unless expressly addressed by a separate risk committee, or the board itself, the report should include the review of the risk management and internal control systems, the effectiveness of the Company's internal audit function. At least annually, the Committee should present a report to the Board which addresses the work and findings of the Committee during the year.

7. ANNUAL GENERAL MEETING

- 7.1 The Chairman or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.
- 7.2 Company's management should ensure that the external auditor attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the external auditors' report, the accounting policies and auditor independence.

8. PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

The terms of reference of the Committee will be posted on the websites of the Company and the GEM of The Stock Exchange of Hong Kong Limited.

9. INTERPRETATION

Interpretation of these terms of reference shall belong to the Board.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.