

DIFFER GROUP HOLDING COMPANY LIMITED
(“Company”, together with its subsidiaries, the “Group”)
TERMS OF REFERENCE AND MODUS OPERANDI OF
AUDIT COMMITTEE
(“Committee”)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (“**Board**”), all of whom shall be non-executive directors and a majority of whom shall be independent non-executive directors under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2) of the Listing Rules.
2. A former partner of the issuer’s existing auditing firm should be prohibited from acting as a member of its audit committee for a period of two years from the date of his 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. The chairman of the Committee’ shall be appointed by the Board and must be an independent non-executive director.
4. The company secretary of the Company or his nominee shall act as the Committee’s secretary.

Frequency and proceedings of meetings

5. The Committee should meet at least two times per year. Additional meetings should be held as the work of the Committee demands.
6. In addition, the chairman of the Committee may convene additional meetings at his discretion.
7. The quorum for a meeting shall be three members of the Committee, the majority of whom shall be independent non-executive directors.
8. Proceedings of meetings of the Committee shall be governed by articles 117 to 118 of the articles of association of the Company.

Authority

9. The Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate with the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

10. The Committee shall report to the Board any suspected frauds and irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.
11. Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditor, the Committee will arrange for the Corporate Governance Report in the Annual Report to include an explanation of the Committee's view and the reasons why the Board has taken a different view.
12. The Committee is to be provided with sufficient resources to discharge its duties.

Responsibility

13. The Committee is to serve as a focal point for communication between other directors, the external auditor and the internal auditor as regards their duties relating to financial and other reporting, internal controls, external and internal audits and such other matters as the Board determines from time to time.
14. The Committee is to assist the Board in fulfilling its responsibilities by (i) providing an independent review and supervision of financial reporting; (ii) satisfying themselves as to the effectiveness of the internal controls of the Company and its subsidiaries ("**Group**") and as to the adequacy of the external and internal audits; and (iii) monitoring of continuing connected transactions.
15. The Committee is to perform and report to the Board the matters as set out in code provision C.3 in Appendix 14 to the Listing Rules.

Duties, powers and functions

16. The Committee is to:
 - (a) be primarily responsible for making recommendation 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 resignation or dismissal of that auditor;
 - (b) review with the Group's management, external auditor and internal auditor, the adequacy of the Group's policies and procedures regarding internal controls (including financial, operational and compliance controls), risk management system and any statement by the directors to be included in the annual accounts prior to endorsement by the Board;
 - (c) have familiarity with the financial reporting principles and practices applied by the Group in preparing its financial statements;

- (d) review and monitor the external auditor's independence, objectivity, effectiveness of the audit process in accordance with applicable standards, and discuss with the external auditor the nature and the scope of the external audit and reporting obligations before audit commences. The Committee should understand the factors considered by the external auditor in determining their audit scope. The external audit fees are to be negotiated by management, and presented to the Committee for review and approval annually;
- (e) monitor the integrity of the Company's financial statements, annual, quarterly and interim financial reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Committee will focus particularly on:
 - (i) any changes in financial and 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 and auditing standards; and
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (f) with regard to (e) above:-
 - (i) members of the Committee should liaise with the Board and senior management, and the Committee must meet, at least twice a year, with the external auditor; and
 - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and 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;
- (g) review the draft representation letter prior to approval by the Board;

- (h) evaluate the cooperation received by the external auditor, including their access to all requested records, data and information; obtain the comments of management regarding the responsiveness of the external auditor to the Group's needs; inquire of the external auditor as to whether there have been any disagreements with management which if not satisfactorily resolved would result in the issue of a qualified report on the Group's financial statements;
- (i) seek from the external auditor, 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 and develop and implement policy on engaging external auditor to supply non-audit services;
- (j) discuss with the external auditor any recommendations arising from the audit (if necessary in the absence of management); and review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control including management's response to the points raised;
- (k) ensure that the Board will provide a timely response to issues raised in the external auditor's management letter;
- (l) review and monitor the scope, effectiveness and results of internal audit function, ensure co-ordination between the internal and external auditor and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group;
- (m) the engagement of the external auditor to perform non-audit services is in general prohibited except for tax-related services. If a compelling reason exists to engage the external auditor due to their unique expertise in a particular area, the prior approval of the Committee is required;
- (n) discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems including the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programs and budget;
- (o) apprise the Board of significant developments in the course of performing the above duties;

- (p) recommend to the Board any appropriate extensions to, or changes, in the duties of the Committee;
- (q) review the findings of internal investigations and management's response into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations;
- (r) agree with the Board the Company's policy relating to the hiring of employees or former employees of the external auditor and monitor the applications of such policy. The Committee will consider whether as a result of such hiring there has been any impairment of the auditor's judgment or independence in respect of an audit;
- (s) review arrangements by which employees, in confidence can raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee is to ensure proper arrangements are in place for the fair and independent investigation of such concerns and appropriate follow up action;
- (t) 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;
- (u) 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;
- (v) where an internal audit function exists, 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;
- (w) review the Group's financial and accounting policies and practices;
- (x) act as the key representative body for overseeing the Company's relations with the external auditor;
- (y) report to the Board on above matters in code provision C.3 in Appendix 14 to the Listing Rules, identifying and making recommendations on any matters where action or improvement is needed; and
- (z) consider other topics, as requested by the Board.

17. The Committee shall also–

- (a) be responsible for all matters relating to the transactions which constitute continuing connected transactions for the Company under the Listing Rules; and
- (b) without prejudice to the generality of the foregoing:
 - (i) review and monitor any actual or potential continuing connected transactions (including exempt continuing connected transactions) to be entered into with any connected person of the Company (the “**Continuing Connected Transactions**”);
 - (ii) review the approval procedures by the relevant Board meetings for the Continuing Connected Transactions;
 - (iii) prepare reports on a semi-annual basis for the review by the Board;
 - (iv) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (v) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company’s constitution or imposed by applicable legislation and regulations.

Reporting Procedures

18. The Committee should 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 to the Board on the findings and recommendations of the Committee. At least annually, the Committee should present a report to the Board which addresses the work and findings of the Committee during the year.

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