Suzhou Denglin Technology Co., Ltd.
蘇州登臨科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9917)

(hereafter, the "**Company**")

Audit Committee — Terms of Reference

1. Members

1.1 The audit committee of the Company (the "**Audit Committee**") must be established by the board of directors of the Company (the "**Board**") and it must comprise a minimum of three members. Members of the Audit Committee shall be nominated either by the chairperson of the Board, the majority of the independent non-executive directors or over one-third of the directors, and elected by the Board.

1.2 The Audit Committee must comprise non-executive directors of the Company only. The majority of the Audit Committee members must be independent non-executive directors of the Company, and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise. Members of the Audit Committee shall be appointed by the Board. A former partner of the Company's existing auditing firm should be prohibited from acting as a member of the Audit Committee for a period of two years from the date of his/her ceasing (a) to be a partner of the auditing firm; or (b) to have any financial interest in the auditing firm, whichever is the later.

1.3 The Audit Committee must be chaired by an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise within the Audit Committee and appointed by the Board.

1.4 The terms of appointment of the Audit Committee members should be determined by the Board at the appointment date and shall not exceed the member's tenure as a director.

2. Secretary(ies) of the Audit Committee

2.1 The company secretary(ies) of the Company shall act as the secretary(ies) of the Audit Committee.

2.2 The Audit Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary(ies) of the Audit Committee.

3. Meetings

3.1 The Audit Committee should meet at least once on a quarterly basis. Any member or the secretary(ies) of the Audit Committee can call for a meeting. The external auditors of the Company can call for a meeting if necessary.

3.2 Notice of at least 3 days prior to the meeting should be given for any meeting, unless such notification is waived by all members of the Audit Committee. Notwithstanding the notification period, the attendance of the members of the Audit Committee at the meeting would be deemed as the waiver by such members of the required notification requirement.

3.3 The quorum necessary for the transaction of business of the Audit Committee shall be at least two-thirds of the members of the Audit Committee.

3.4 Meetings can be attended in person or via electronic means including telephone or videoconferencing. The members of the Audit Committee can attend the meetings via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

3.5 Resolutions of the Audit Committee should be passed, in the case of a meeting, by more than half of all the members of the Audit Committee.

3.6 A resolution passed and signed by all members of the Audit Committee is valid, and the validity is the same as any resolution passed in the meeting held.

3.7 Full minutes of Audit Committee meeting should be kept by a duly appointed secretary of the Audit Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Audit Committee for their comments and records, within a reasonable time after the meeting.

4. Meeting attendance

4.1 The members of the Audit Committee should meet, at least twice a year, with the Company's auditors without the attendance from the executive directors of the Company (unless invited by the Audit Committee).

4.2 Upon the invitation from the Audit Committee, the following persons can attend the meeting: (i) chief financial officer (or equivalent); (ii) financial controller (or equivalent); (iii) other staff members responsible for accounting and/or internal audit function; and (iv) the other Board members.

4.3 Only the members of the Audit Committee can vote in a meeting of the Audit Committee.

5. Annual General Meetings

5.1 The chairperson of the Audit Committee or (if absent) the other member of the Audit Committee (who must be an independent non-executive director) should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the Audit Committee at such meetings.

6. Duties and Powers

The Audit Committee is responsible for reviewing and monitoring the financial reporting, risk management and internal control systems of the Company, and assist the Board to fulfill its responsibility over the audit. The Audit Committee's duties and powers should include:

6.1 Relationship with the Company's external auditors

6.1.1 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 issues related to its resignation or dismissal;

6.1.2 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;

6.1.3 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; and

6.1.4 to report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

6.2 Review of the Company's financial information

6.2.1 to monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, to review significant financial reporting judgments contained in them, and to provide advice and comments on these financial reports. In reviewing these reports before submission to the Board, the committee should focus particularly on:

(a) any changes in accounting policies and practices;

(b) major judgmental areas;

(c) significant adjustments resulting from audit;

(d) the going concern assumptions and any qualifications;

(e) compliance with accounting standards; and

(f) compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and legal requirements in relation to financial reporting.

6.2.2 Regarding paragraph 6.2.1 above:

(a) 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 auditors; and

(b) 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 the Company's staff responsible for the accounting and financial reporting function, compliance officer and auditors.

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

6.3.1 to review the Company's financial controls, and unless expressly addressed by a separate risk committee of the Board, or by the Board itself, to review the Company's risk management and internal control systems;

6.3.2 to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions;

6.3.3 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 such findings;

6.3.4 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;

6.3.5 to review the group's financial and accounting policies and practices;

6.3.6 to review the external auditors' management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of risk management and control and management's response;

6.3.7 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

6.3.8 to act as the key representative body for overseeing the Company's relationship with the external auditor;

6.3.9 to review arrangements that employees of the Company 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;

6.3.10 to report to the Board on the matters in the corporate governance code under Appendix C1 of the Listing Rules;

6.3.11 to consider other topics, as defined by the Board; and

6.3.12 where the Board disagrees with the Audit 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 Audit Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.

6.4 Performing the Company's corporate governance functions

6.4.1 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

6.4.2 to review and monitor the training and continuous professional development of directors and senior management of the Company;

6.4.3 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

6.4.4 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company;

6.4.5 review the Company's compliance with the corporate governance code as set forth in Appendix C1 to the Listing Rules and disclosure in the corporate governance report of the Company; and

6.4.6 to review the implementation and effectiveness of the Company's mechanism(s) to ensure independent views and input are available to the Board.

6.5 Performing other duties and responsibilities as assigned by the Board and/or required by the relevant laws and regulations.

7. Reporting

7.1 The Audit Committee shall report to the Board after each of its meetings.

8. Authority

8.1 The Board should authorize the Audit Committee to inspect all accounts, reports and records of the Company.

8.2 In order to fulfill its duties, the Audit Committee is eligible to request the management of the Company to provide information relating to the financial status of the Company, its subsidiaries and associates.

8.3 The Audit Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Audit Committee.

Note: The independent professional advice can be sought via the chief financial officer or the company secretary of the Company.

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