

**Evergreen Products Group Limited**  
**訓修實業集團有限公司**  
**(the “Company”)**  
*(incorporated in the Cayman Islands with limited liability)*

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**Terms of reference of the Audit Committee  
of the Board of Directors of  
the Company**

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1. **Objective**

- 1.1 The board (the “**Board**”) of the directors of the Company (the “**Director(s)**”) has resolved to set up an audit committee (the “**Committee**”). The main objective of the Committee is to be responsible for the relationship with the Company’s auditors, review of the Company’s financial information and monitoring of the Company’s financial reporting system, risk management and internal control systems. The Committee is accountable to the Board.

2. **Membership**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive directors of the Company only, and the Committee shall consist of not less than three (3) members, a majority of whom should be independent non-executive directors. At least one (1) member of the Committee must be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- 2.2 The chairman of the Committee will be appointed by the Board and must be an independent non-executive Director.
- 2.3 The company secretary of the Company will be the secretary of the Committee unless otherwise appointed by the Committee.
- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolution(s) passed by the Board.
- 2.5 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 one (1) year from the date of his/her ceasing:
- (i) to be a partner of the auditing firm; or
  - (ii) to have any financial interest in the auditing firm,

whichever is later.

### 3. **Proceedings of the Committee**

#### 3.1 ***Notice:***

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by giving at least seven (7) days' notice.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the purpose, 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 Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.6 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent to all the members of the Committee in a timely manner and at least three (3) days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2 ***Quorum:*** The quorum of the Committee meeting shall be two (2) members of the Committee.

3.3 ***Conducting the meetings:*** Meetings could be convened by attending in person, telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other.

3.4 ***Attendance:*** The Committee could invite any Directors, external advisers or other individuals to attend the meetings but such Directors, advisers or individuals are not entitled to vote at the meetings. The Company's chief financial officer, head of internal audit and representative of the external auditors shall be required to attend Committee meetings in general. Further, the Committee shall hold at least one meeting annually with the Company's external and internal auditors in the absence of the management of the Company.

3.5 ***Resolutions:*** Any resolution shall be passed by the majority votes of the Members.

3.6 ***Frequency:*** Meetings shall be held at least twice per year or more frequently if circumstances require. The external auditors may request the chairman of the Committee to convene a meeting, if they consider that one is necessary.

4. **Written Resolutions**

4.1 Written resolutions may be passed by all Committee members in writing.

5. **Alternate Committee Members**

5.1 A Committee member may not appoint any alternate.

6. **Authority of the Audit Committee**

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to monitor whether the Group’s management has, in the performance of their 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 determined by the Board or a committee thereof);
- (c) to investigate any activity within these terms of reference and all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;
- (d) to review the Group’s internal control procedures and system;
- (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;
- (g) to request the Board to convene a shareholders’ meeting (if necessary) for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his/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 obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers

necessary and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary;

- (j) to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company;
- (k) where there is any disagreement between the Committee and the Board on the selection, appointment, resignation or dismissal of the external auditors which cannot be resolved, to report its own recommendation on such matters to the shareholders;
- (l) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (m) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

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

## 7. **Functions**

7.1 The functions the Committee shall be:

### *Relationship with the Company's auditors*

- (a) to 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 to deal with 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 auditors the nature and scope of the audit and reporting obligations before the audit commences;
- (d) to develop and implement policy on engaging of 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;

### *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, if prepared for publication,

quarterly reports, and to review significant financial reporting judgments contained in them;

- (f) in reviewing these reports mentioned in paragraph (e) 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;
  - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (g) regarding paragraphs (e) and (f) 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 Company's auditors; and
  - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports 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 or auditors;
  - (iii) to discuss with the Company's external auditors questions and doubts arising in audit of annual (and where applicable, interim) accounts, and other matters that the auditors wish to discuss (may conduct in the absence of the Company's management if necessary);
  - (iv) to review the letter to the Company's management from the Company's external auditors and the management's response;
  - (v) if the Company's annual report includes statement about the Company's internal control system, to review such statement prior to submission for the Board's approval;

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

- (h) 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;
- (i) to discuss the risk management and internal control system 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;

- (j) 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;
- (k) 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;
- (l) to review the Group's financial and accounting policies and practices;
- (m) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (n) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (o) 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;
- (p) 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 our audit committee about possible improprieties in any matter related to the Company;
- (q) to be responsible for the communications between the internal auditor and the external auditor ensure the co-ordination between the internal and external auditors and to act as the key representative body for overseeing the Company's relations with the external auditor;
- (r) to report to the Board on the matters set out above; and
- (s) to consider other matters, as defined or assigned by the Board from time to time;

#### ***Corporate Governance Functions***

- (t) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (u) to review and monitor the training and continuous professional development of directors and senior management;

- (v) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (w) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (x) to review the Company's compliance with the code and disclosure in the corporate governance report.

## 8. **Reporting procedures**

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meetings or, as the case may be, final version of the written resolutions of the Committee, to all Committee members for their comment and records within a reasonable time after the meeting or the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

## 9. **Continuing application of the articles of association of the Company**

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors 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 Committee.

## 10. **Powers of the Board**

- 10.1 Interpretation of these terms of reference shall belong to the Board.
- 10.2 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report 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 and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

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*The English version of these terms of reference shall prevail over its Chinese version in the event of inconsistency.*

June 2017