

Newtrend Group Holding Co., Ltd.

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

(Stock Code: 2573)

Terms of Reference of the Audit Committee of the Board

Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the PRC (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Corporate Governance Code and the Corporate Governance Report as set out in Appendix C1 to the Hong Kong Listing Rules, A Guide for Effective Audit Committees published by the Hong Kong Institute of Certified Public Accountants and other applicable laws, administrative regulations, departmental rules, normative documents as well as the Articles of Association of Newtrend Group Holding Co., Ltd. (the “**Articles of Association**”) applicable after the overseas public offering and listing of the Company, and according to the resolution of the Board, Newtrend Group Holding Co., Ltd. (the “**Company**”) hereby, establishes the Audit Committee of the Board of Directors and formulates the Terms of Reference of the Audit Committee of the Board of Newtrend Group Holding Co., Ltd. (the “**Terms of Reference**”) based on the actual conditions of the Company, in order to reinforce the decision-making function of the Board of the Company, continuously improve the construction of its internal control systems, ensure the effective supervision and management of the Board, and constantly enhance its corporate governance structure.

Article 2 The Audit Committee of our Board is a specialised working body under the Board of the Company, which is principally responsible for reviewing the financial status of the Company, reviewing the financial information of the Company, making judgment on the truthfulness, completeness and accuracy of the financial information, and checking the implementation and effectiveness of the internal control systems. It is also mainly responsible for the communication between the Company and the external audit firms and the supervision and verification of such communication, supervising internal audit, evaluating and improving the internal control systems of the Company and making proposals thereto and assessing the risks of, among others, the significant investment projects under operation. The Audit Committee of the Board of Directors shall report to the Board on its work.

Chapter 2 Composition

Article 3 The Audit Committee shall consist of more than three directors. All members shall be non-executive directors, and the majority of the members shall not hold positions in the Company other than their directorship, nor shall they have any relationship with the Company that may impair their independent and objective judgement, and a majority of the members (more than one-half) shall be independent non-executive directors. The chairman of the Audit Committee must be an independent non-executive director.

Members of the Audit Committee shall have certain working experience in the financial, accounting, auditing and legal industry, and be equipped with relevant professional expertise or working experience. At least one member shall be an independent non-executive director with appropriate professional qualifications or with appropriate accounting or related financial management expertise as stipulated by Rule 3.10(2) of the Hong Kong Listing Rules.

A partner of the current external audit firm engaged by the Company shall be prohibited from serving as a member of the Audit Committee within two years from the date of such person ceasing to be a partner of the audit firm or to have any financial interest in the current external audit firm, whichever is later.

Article 4 Members of the Audit Committee shall be nominated by the chairman of the Board or the nomination committee of the Board, and shall be elected by more than half of all directors of the Board. After the proposal of electing members of the Committee has been approved, the new members of the Committee shall take office immediately after the conclusion of the meeting of the Board.

Article 5 The Audit Committee shall have a convener, namely the chairman of the Committee, who shall be an independent non-executive director of an accounting professional. The chairman of the Committee shall be appointed by the Board and take charge of the work of the Committee. Where the chairman of the Committee is unable or fails to fulfill his/her duty, an independent non-executive director shall be elected by at least half of the members of the Committee to act in his/her stead.

Article 6 The term of office of the members of the Audit Committee shall be consistent with that of directors of the Board. Each member of the Committee shall be eligible for re-election upon the expiry of his/her term of office. During his/her term of office, if any Committee member ceases to be a director of the Company, or any Committee member as an independent non-executive director ceases to have the independence as required under the Articles of Association and the Hong Kong Listing Rules, his/her qualification as a member of the Committee shall be lost automatically. A member of the Audit Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her existing position. The resignation report shall contain such reasons for resignation and matters which need attention of the Board of the Company as necessary. Upon the loss of qualification or the permission to resign, the position(s) vacated by such member(s) shall be filled by the Board in accordance with the provisions of applicable laws, administrative regulations, departmental rules normative documents, the Hong Kong Listing Rules and Articles 3 to 5 as set forth above. The substitute member(s) shall hold office until the expiration of his/her term of office as a director or independent non-executive director. A member of the Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without cause except for the situations that prevent such member(s) from holding the office specified in the Company Law, the Articles of Association or the Hong Kong Listing Rules.

Article 7 Apart from directors' remuneration and disbursement, the members of the Audit Committee shall not directly or indirectly charge the Company in terms of consulting fee, advisory fee or other kinds of rewards for such membership.

Chapter 3 Duties and Authorities

Article 8 The Audit Committee shall make available its Terms of Reference explaining its role and the authority delegated to it by the Board on The Stock Exchange of Hong Kong Limited's website and the Company's website. The specific duties of the Audit Committee include:

- (I) to review annually the performance of the external audit firm and make recommendation to the Board in respect of the appointment, re-appointment and dismissal of the external audit firm next year, as well as the remuneration for auditing service, terms of engagement etc., and deal with any matters related to the resignation or dismissal of the external audit firm. Where the Board of the Company disagrees with the opinion of the Audit Committee on the selection, appointment, resignation or dismissal of the external audit firm, the Company should include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and the reasons why the Board of the Company holds different opinions;
- (II) to review and monitor the independence and objectivity of the external audit firm and the effectiveness of the auditing procedures in accordance with applicable standards; and, prior to the commencement of any auditing procedures, discuss with the external audit firm about the nature, scope and method of audit and the reporting obligations during the year;
- (III) to develop and implement, based on the work demand, policies on the external audit firm (including its affiliates) to supply non-audit services. The Audit Committee shall report and make recommendations to the Board if any actions or remedial measures it deems necessary;

For this purpose, the affiliates of the external audit firm shall include any entity that is under common control, management or ownership with the external audit firm engaged by the Company or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the external audit firm engaged by the Company nationally or internationally. The Audit Committee shall ensure that the provision of non-audit services by the external audit firm will not compromise its independence or objectivity. In terms of non-audit services, the Audit Committee shall take into account the following matters:

- 1. whether the skills and experience of the external audit firm make it a suitable supplier of the non-audit services;
- 2. whether pre-cautions are taken to ensure that the external audit firm's objectivity and independence in auditing shall not be influenced by providing such services;
- 3. the nature and relevant fee level of the non-audit services, as well as separate and lump sum fee of the services provided by such external audit firm; and
- 4. the standard for determining auditors' remuneration.

The Audit Committee shall, as it thinks fit, report to the Board, identifying any matters where action or improvement is needed and making recommendations as to the steps to be taken;

- (IV) to review the Company's accounting policies, financial condition, financial reporting procedures and financial control; to review the completeness, accuracy and fairness of the financial statements, the quarterly (if any), interim and annual reports and the accounts of the Company and review significant financial reporting opinions contained therein, as well as the disclosure of the Company's financial information. Prior to submitting the relevant statements and reports to the Board, the review shall focus particularly on the following matters: any changes in accounting policies, practices and estimates of the Company during the reporting period; any issues involving significant judgment; such significant adjustments to be made as shall be requested by the external audit firm upon its completion of audit; the going concern assumptions of the Company and any qualified opinions; whether the accounting is in compliance with accounting standards and provisions relating to financial reporting under the Company Law, the Hong Kong Listing Rules and other applicable laws, administrative regulations, departmental rules and normative documents;

Regarding the above items which require particular focus in the review process, members of the Audit Committee shall communicate with the Board, senior management and internal and external auditors in a timely manner. Members of the Audit Committee shall meet, at least twice a year, with the external audit firm. Members of the Audit Committee shall consider any material or unusual matters reflected or required to be reflected in the Company's reports and accounts, and give due consideration to matters raised by the accounting and financial department, regulatory department or auditors of the Company;

- (V) to examine the financial policies, internal audit systems, internal control systems and risk management systems of the Company and provide opinions and recommendations for improvements, and also:
1. to monitor the preparation process of the periodic financial reports, including quarterly reports (if any), interim financial reports and annual financial reports, and review the periodic financial reports, financial results announcements and other relevant information;
 2. to discuss and assess the effectiveness of the financial control, internal control and risk management systems, so as to ensure that the management has performed its duties in establishing an effective financial control, internal control and risk management systems; such discussions shall cover the adequacy of resources, employees' qualifications and experience in relation to the Company's accounting and financial reporting function, as well as the training program received by the aforementioned employees and the sufficiency of budget in relation to the Company's accounting and financial reporting function. If the annual report contains any statement about the internal control systems of the Company, the Audit Committee shall review the statement before submitting to the Board for approval;

3. to study the important findings of the investigation regarding internal control matters on its own initiative or as instructed by the Board and the measures adopted by the management in response to these findings;
4. to ensure co-ordination between the internal control and audit department of the Company and the external audit firm; and to ensure that the internal control and audit department of the Company is adequately resourced and has appropriate authorities and standing within the Company, and to review and monitor its effectiveness;
5. to review the financial and accounting policies and practices of the Company and its subsidiaries;
6. to review the external audit firm's letter of examination or management proposals, material queries raised by the external audit firm on accounting records, financial accounts or control systems, and the management's responses to such queries;
7. to ensure the Board's timely response to the letter of examination or management proposals issued by the external audit firm to the management;
8. to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report; and
9. to complete other tasks assigned by the Board.

The senior management and relevant departments of the Company shall be cooperative and supportive to the Audit Committee and shall take the initiative in providing relevant information. The finance department shall regularly and faithfully provide financial and accounting information including financial reports and capital operation reports to the Audit Committee, report significant business operating activities in a timely manner, actively cooperate with the Audit Committee in its work, and listen carefully to the recommendations provided, and requests made, by the Audit Committee.

Article 9 The Audit Committee shall be accountable to the Board and proposals of the Audit Committee shall be submitted to the Board regularly for its consideration and decision. The Audit Committee shall cooperate with the supervisory committee in supervising audit activities.

Article 10 The chairman of the Audit Committee is primarily authorized:

- (I) to convene and preside over the meetings of the Audit Committee;
- (II) to preside over the daily operation of the Audit Committee;
- (III) to review and sign the reports of the Audit Committee and other important documents;
- (IV) to inspect the implementation of the resolutions and recommendations of the Audit Committee;

- (V) to report to the Board on behalf of the Audit Committee;
- (VI) to perform such other duties as shall be performed by the chairman of the Audit Committee.

Article 11 The following matters shall be submitted to the Board of Directors for deliberation with the consent of a majority of all members of the Audit Committee:

- (I) the appointment and dismissal of the accounting firm undertaking the Company's auditing business;
- (II) the disclosure of financial accounting reports;
- (III) other matters as required by laws, administrative regulations, the China Securities Regulatory Commission or the securities regulatory authorities of the places where the Company's shares are listed, and the Articles of Association of the Company.

Chapter 4 Working Procedures

Article 12 The internal control and audit department, which is responsible for the Company's internal audit, is under the direct supervision of the Audit Committee, and is the daily working body of the Audit Committee.

Article 13 The internal control and audit department is in charge of the preliminary preparation for the decision-making of the Audit Committee. It provides the following written materials of the Company:

- (I) relevant financial reports of the Company;
- (II) the work reports of internal and external audit firms;
- (III) external audit contracts and relevant work reports;
- (IV) disclosure of information to the public by the Company;
- (V) the Company's related (connected) transactions agreements, audit reports on major related (connected) transactions and feedback on the investigation of related (connected) persons;
- (VI) other relevant information.

The Audit Committee performs the main duties under Article 8 of the Terms of Reference based on the information provided by the daily working body.

Article 14 The working manner of the Audit Committee:

- (I) During the meetings of the Audit Committee, the Audit Committee discusses the work plans for proceeding with internal audit, listens to the work reports made by the Company's finance department, comments on the reports provided by the internal control and audit department, and reviews the quarterly (if any), interim and annual financial reports of the Company, etc. The Audit Committee may make decisions based on the opinions of experts from the professional institutions and submit the matters that require to be decided by the Board to the Board, which mainly include:
1. the evaluation of work conducted by the external audit firm, the appointment and removal of the external audit firm, approval of the remuneration and appointment terms applicable to the external audit firm;
 2. whether the Company's internal control systems and internal audit systems have been effectively implemented, and whether its financial reports are complete and true;
 3. whether the information disclosed to the public by the Company (including the financial reports) is objective and true, and whether the substantive connected transactions of the Company are in compliance with the relevant laws and rules;
 4. evaluation of the work of the Company's financial department, the audit department and the respective persons in charge;
 5. other relevant matters;
- (II) In the preparation and the disclosure of the Company's annual financial report, the Audit Committee shall comply with the following working rules and procedures:
1. to negotiate and determine the schedule of the audit work of the financial year with the external audit firm which is responsible for the audit of the Company's financial report of that year (herein after referred to as the "**Annual Audit CPA**") in a timely manner after the end of the financial year;
 2. to procure the submission of the audit reports by the Annual Audit CPA within the predetermined time limit;
 3. to review the financial accounting statements prepared by the Company before the Annual Audit CPA commences its work;
 4. to review the financial accounting statements of the Company after the Annual Audit CPA has issued its preliminary audit opinion;
 5. to convene meetings of the Audit Committee to review the financial reports, make recommendations for the re-appointment or replacement of the Annual Audit CPA for the following year, and compile a report summarising the audit work engaged by the Annual Audit CPA for the current year.

The chairman of the Audit Committee or (if absent) another member of the Audit Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company and respond to the shareholders' enquiry on the activities and responsibilities related to the Audit Committee.

Chapter 5 Rules of Procedure

Article 15 Meetings of the Audit Committee are classified as regular meetings and extraordinary meetings.

Regular meetings of the Audit Committee shall be held at least twice annually, and shall be convened before the regular meeting of the Board of the Company, for discussing the opinions and recommendations to be submitted to the Board. The interim and annual financial statements of the Company shall be reviewed and discussed at the two meetings of the Audit Committee held annually.

Extraordinary meetings shall be convened when proposed by members of the audit committee of the Company.

Article 16 Notice of a regular meeting of the audit committee shall be given to all members five days before the meeting is convened, and notice of an extraordinary meeting shall be given to all members three days before it is convened. Notice of a meeting may be given at any time in case of emergency.

Article 17 Meetings of the Audit Committee shall be presided over by the chairman of the Committee. The chairman of the Committee may, when unable to attend the meeting, authorize another Committee member who is an independent non-executive director to preside over the meeting in his/her stead.

Article 18 The quorum for meetings of the Audit Committee shall be at least two-thirds of the total members of the Committee, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorise, in writing, other members to attend and vote on his/her behalf. The form of proxy, containing the name of the proxy, the matters delegated, the scope of authorisation and the validity period of such authorisation, and signed or stamped by the appointer, shall be submitted to the presider of the meeting no later than the time when voting takes place.

The resolutions made at the meetings shall be approved by a majority of all members, and relevant resolutions or opinions shall be signed by the participating members of the Audit Committee. Each member shall have one vote and may vote "for", "against" or "abstain" from voting on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Audit Committee shall be entitled to have a casting vote.

Article 19 Meetings of the Audit Committee may be held by on-site meetings, teleconferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 20 The person-in-charge of the internal control and audit department may attend the meetings of the Audit Committee, and where necessary, directors, supervisors and senior management of the Company may be invited to attend such meetings, but have no right to vote if he/she is not a member of the Committee.

Article 21 The Company shall provide sufficient resources to the Audit Committee to fulfill its duties. The budget of expenses of the Audit Committee is included as part of the budget of the Company. In fulfilling its duties, the Audit Committee has the right to, where necessary, engage professionals including lawyers, certified public accountants, and certified auditors, etc. to provide professional opinions on its decision-making with the reasonable cost borne by the Company.

Article 22 The convening procedures, voting method and resolutions passed on the meetings of the Audit Committee shall comply with the provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Terms of Reference.

Article 23 Detailed and complete minutes of meetings of the Audit Committee shall be prepared, on which members present at the meetings shall sign. Minutes of meetings of the Committee shall be properly kept by the secretary to the Board of the Company for at least ten (10) years during the existence of the Company. Draft and final versions of minutes of meetings of the Committee shall be circulated to all members of the Audit Committee for their comment and record purpose respectively, in both cases within a reasonable time after each meeting. Upon signing by members of the Audit Committee who attended the meeting, the minutes shall be submitted to all members of the Board for circulation. Such minutes of meeting shall be opened for inspection at any reasonable time on reasonable notice by any director. Minutes of meetings shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Resolutions of the Audit Committee shall come into force after being signed by the attending members, and no amendment or modification shall be made to any resolutions of the Audit Committee that have come into force unless in accordance with the relevant legal procedures required by applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the Articles of Association and the Terms of Reference. Resolutions passed by the meeting of the Audit Committee and the voting results shall be reported in writing to the Board.

Article 24 Members present at meetings of the Audit Committee and persons attending such meetings shall perform a duty of confidentiality regarding matters discussed at such meetings. No unauthorised disclosure of such information shall be allowed, unless otherwise stipulated under applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and/or rules of regulatory bodies.

Chapter 6 Supplementary Provisions

Article 25 “More than” and “within” as referred to in the Terms of Reference shall include the number, and the words “majority” shall not include the number itself.

Article 26 This Terms of Reference are deliberated and approved by the Board of Directors, and shall come into force and be implemented from the day on which the overseas listed shares in the Company’s initial public offering are listed for trading on The Stock Exchange of Hong Kong Limited. The Terms of Reference shall be amended and interpreted by the Board of Directors.

Article 27 Any matters not covered herein shall be implemented in accordance with the provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association. Where the Terms of Reference conflict with any provisions of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association, such applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association shall prevail, and the Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board for consideration and approval.