

RemeGen Co., Ltd.*
榮昌生物製藥(煙台)股份有限公司

**TERMS OF REFERENCE OF THE AUDIT COMMITTEE
UNDER THE BOARD OF THE COMPANY**

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to enhance the internal control, audit and related (connected) transaction systems and ensure effective management of the board (the “**Board**”) for the senior management of RemeGen Co., Ltd.* (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) in financial reporting, risk management and internal control, and improve the corporate governance structure, the audit committee under the Board (the “**Audit Committee**”) is established and these terms of reference are formulated in accordance with the relevant laws and regulations of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Guidelines on the Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies, the regulations and listing rules of the securities regulatory authorities of the places where the Company’s shares are listed and the requirements of the Articles of Association of RemeGen Co., Ltd. (the “**Articles of Association**”).

Article 2 The Audit Committee is a standing committee under the Board and is principally responsible for reviewing the Company’s financial information and its disclosure, supervising and evaluating internal and external audit and internal control, exercising the functions and powers of the supervisory committee as stipulated in the Company Law. The Audit Committee reports to and is accountable to the Board.

Article 3 The Board Office of the Company is responsible for the daily liaison and meeting organization of the Audit Committee. The internal audit department of the Company serves as the daily working body of the Audit Committee, and is responsible for all preparation work before the decision-making of the Audit Committee.

CHAPTER 2 COMPOSITION

Article 4 The Audit Committee shall consist of at least three members directly appointed by the Board, all of whom shall be non-executive directors not holding senior management positions in the Company. Over half of the members shall be independent non-executive directors, and at least one of the Audit Committee members shall possess appropriate professional qualifications or accounting or related financial management expertise. The Audit Committee shall be chaired by an independent non-executive director who should be a professional accountant.

Article 5 A former (term/appointed) partner of the existing auditor responsible for auditing the Group's accounts shall not serve as a member of the Audit Committee within two years after any of the following dates (whichever is later):

- (I) the date when he/she ceases to be a partner of the firm; or
- (II) the date when he/she ceases to have any financial interest in the firm.

Article 6 Members of the Audit Committee shall attend regular meetings of the Audit Committee, and shall actively express their opinions on matters proposed at the meetings, have a thorough understanding of the roles and responsibilities of the Audit Committee and themselves as members of the Audit Committee, and be familiar with the operation mode, business activities and development of the Group.

Article 7 The person in charge of internal audit of the Group shall be present at the meetings of the Audit Committee to provide assistance. At the request of the Audit Committee, the senior management, the person in charge of the finance department and representatives of external auditors of the Group shall also be in attendance at some or all meetings of the Audit Committee or participate in the discussion of certain matters proposed at the meetings.

Article 8 The secretary of the Board or the company secretary of the Company or their respective proxies appointed by them shall be the secretary of the Audit Committee.

CHAPTER 3 DUTIES AND RESPONSIBILITIES

Section 1 Financial Reporting

Article 9 The Audit Committee shall be responsible for reviewing and monitoring the effectiveness of the financial reporting procedures implemented by the senior management and their compliance with relevant laws and regulations.

Article 10 The Audit Committee shall review the following with the senior management and the internal and external auditors:

- (I) the appropriateness of the Group's accounting and financial reports, including compliance with the accounting standards, any complex or unusual transactions, accounting treatment of significant risks and uncertainties and areas requiring highly subjective judgment;
- (II) significant adjustments arising from audit;
- (III) significant accounting and financial reporting issues raised by internal and external auditors;
- (IV) new developments of or significant changes to the Group's existing accounting policies and recommendations to the Board on any significant new policies or significant changes to existing policies;
- (V) other reports submitted by the Board in relation to the duties and responsibilities of the Audit Committee.

Article 11 The Audit Committee shall review with the senior management and the internal and external auditors and approve or, if necessary, recommend for approval by the Board:

- (I) the audited annual financial reports together with the report of the external auditors;
- (II) the interim financial reports;
- (III) the quarterly results, if applicable;
- (IV) all the financial information contained in important publicly disclosed documents, including prospectus, shareholder circular and other documents concerning placement of shares.

Article 12 In reviewing financial reports, the Audit Committee shall pay attention to any changes in accounting policies and practices.

Article 13 If a dividend proposal submitted by the senior management deviates from the dividend policy approved by the Board, the Audit Committee shall review such dividend proposal and make recommendations to the Board.

Article 14 The Audit Committee shall review with the senior management and the internal auditors the measures and procedures for control of the regulatory documents submitted by the Group to the regulatory authorities.

Section 2 Risk Management and Internal Control Systems

Article 15 The Audit Committee shall review and evaluate whether the senior management has established appropriate risk management and internal control systems. This function is part of the Audit Committee's risk management and control duties to establish proper and effective risk management and internal control systems. It is the responsibility of the senior management to confirm to the Audit Committee as to the effectiveness of the risk management and internal control systems. The Audit Committee shall discuss with the senior management in relation to the risk management and internal control systems and ensure that the management has performed its duties to establish effective risk management and internal control systems. This discussion shall include the adequacy of resources, staff qualifications and experience, staff training programs and budget for the Company's accounting, internal auditing and financial reporting functions, as well as those relating to the Company's environmental, social and governance performance and reporting.

Article 16 The Audit Committee shall review the internal audit programs of the Company and its subsidiaries, review such annual audit plans with the internal auditors and provide guidance to them so as to consider the adequacy of the accounting system, risk management and the degree of internal control.

Article 17 With the assistance of risk management personnel and internal auditors, the Audit Committee shall ensure that sufficient resources are available to conduct a review of the efficiency, soundness and effectiveness of the risk management and internal control hierarchy, mechanism and system of the Group at least once a year, covering all major control measures (including financial, operational, and compliance controls), and advise and make recommendations towards the improvement of the risk management and internal control systems of the Group. Such review shall cover the following:

- (I) reviewing of all important monitoring areas, including the functions of financial monitoring, operational monitoring and compliance monitoring, and monitoring of the implementation of the Group's risk management system;
- (II) discussing with the management the risk management and internal control systems and ensuring that the management has performed its duties to establish such effective systems;
- (III) discussing with the management about and continuously monitoring the scope and quality of the risks (including environmental, social and governance risks) and the internal control system as well as the internal audit function and work of other providers of assurance;
- (IV) taking the initiative to or, upon delegation by the Board, study the important investigation results of the relevant risk management and internal control matters as well as the management's response to the investigation results;
- (V) overseeing the management in the design, execution and supervision of the risk management and internal control systems, and urge the management to confirm whether the abovementioned systems are effective.

The Audit Committee shall particularly focus on the following in conducting such annual review:

- (I) the changes since the last annual review in the nature and severity of significant risks (including environmental, social and governance risks), and the Group's ability to respond to the changes in its internal businesses and the external environment;
- (II) the scope and quality of the senior management's ongoing monitoring of risks (including but not limited to compliance risks on financial reporting, accounting and external reporting and environmental, social and governance risks) and the internal control system and, if applicable, the internal audit function and work of other providers of assurance;
- (III) the effectiveness of the internal control system established by the senior management to monitor transactions entered into or to be entered into between any member of the Group and any related (connected) person or related (connected) party within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules on The Stock Exchange of Hong Kong Limited**");
- (IV) the effectiveness of the Group's procedures in relation to financial reporting and compliance with the Listing Rules on The Stock Exchange of Hong Kong Limited;

- (V) the work of the internal risk management and audit functions and other supervision departments, including the reports (both regular and exceptional) issued by the risk management personnel and internal auditors, management recommendations submitted by the external auditors as well as the senior management's responses, and any examination reports issued by regulatory authorities and the senior management's responses. The Audit Committee shall also meet with the senior management, the risk management personnel, the internal auditors and the external auditors to discuss findings from its work and the resolutions, or otherwise, any difficulties encountered;
- (VI) communicating the extent and frequency of communication of monitoring results with the Audit Committee by the Group's senior management or relevant department which enables it to form a continuous assessment of the adequacy and effectiveness of the Group's state of control, financial reporting risk management and internal control systems;
- (VII) a review of significant control failings or weaknesses that have been identified during the course of the risk management and internal control systems and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could already have had, or may in the future have, a material impact on the Group's financial performance or condition, as well as any measures taken to address the relevant control failings or weaknesses;
- (VIII) the adequacy of the Company's internal and external resources for designing, implementing and monitoring the risk management and internal control systems, including staff qualifications and experience, training courses, and the Company's budget for accounting, internal auditing and financial reporting functions, as well as resources in relation to the Company's environmental, social and governance performance and reporting; and
- (IX) regarding risk management matters that may have a significant impact on the Group's financial position and reputation, ensuring that the matters have been properly addressed, and ensuring that any significant impact of these matters is reflected in the financial reports.

Article 18 The Audit Committee shall review arrangements under which employees of the Group may raise concerns about possible improprieties in financial reporting, internal control or other matters privately. The Audit Committee shall ensure that proper arrangements are in place for the fair and independent investigations of such matters and for appropriate follow-up action.

Article 19 The Audit Committee shall study important investigation results of the relevant risk management and internal control matters (whether the investigation is conducted as delegated by the Board or upon the Audit Committee's own initiative) and the senior management's response to these results.

Section 3 Internal Audit

Article 20 The Audit Committee shall:

- (I) regularly assess and monitor the effectiveness of the internal audit function, review and approve the duties and responsibilities and structure of internal audit with reference to the opinions of the senior management and the person in charge of internal audit, and ensure that the internal audit function has an appropriate standing and no unreasonable restrictions are imposed on its function;
- (II) be informed of the results of assessment on the person in charge of internal audit;
- (III) approve the results of assessment on other senior members of the internal audit team as advised by the person in charge of internal audit and report the same to the Audit Committee;
- (IV) review, monitor, examine and approve the audit programs, approaches, annual audit plans and budgets for internal audit and ensure the independence of internal audit and sufficient resources available to conduct relevant work; and
- (V) ensure adequate communication and coordination between the internal audit department and external auditors.

Article 21 The Audit Committee shall urge relevant functional departments to disclose, in the Corporate Governance Report, how the Company has complied with the risk management and internal control code provisions during the reporting period. In particular, they shall disclose:

- (I) the procedures used by the Company to identify, evaluate and manage significant risks;
- (II) the main features of the Company's risk management and internal control;
- (III) the procedures used by the Company to review the effectiveness of risk management and internal control systems;
- (IV) the procedures and internal control measures of the Company for handling and dissemination of inside information;
- (V) the frequency of the Board for reviewing risk management and internal control systems and whether the systems are adequate and effective in the view of the Company.

The Audit Committee shall also urge the Board to disclose, in the Corporate Governance Report, whether it has obtained the confirmation from the management on effectiveness of the Company's risk management and internal control systems and urge the Board to disclose details of other important concerns. The Audit Committee shall:

- (I) review relevant reports submitted by internal audit, and the senior management's responses to any identified weaknesses on internal control; and
- (II) receive and review internal audit reports summarizing the senior management's responses to matters for which no measures have been taken, and the status of the measures taken in respect of those matters.

Article 22 The Audit Committee shall individually meet the person in charge of internal audit in the absence of senior management or executive directors to discuss any issue necessary to be discussed individually in the Audit Committee's or internal auditors' view.

Section 4 External Audit

Article 23 The Audit Committee is acting as the key representative body for overseeing the Group's relationship with external auditors, and is responsible for monitoring external auditors, reviewing and monitoring the independence and objectivity of external auditors, as well as the effectiveness and compliance of audit methods to ensure external auditors are ultimately accountable to the Board, the Audit Committee, and shareholders.

Article 24 The Audit Committee shall make recommendations to the Board on the appointment, re-appointment and change of external auditors so as to submit the same to the shareholders' meeting for approval, and approve the remuneration and terms of service of external auditors. In the event of resignation of any external auditors, the Audit Committee shall look into the details of the resignation and clarify with the outgoing external auditors whether there is any work matter or reason for resignation requiring the Board's and the shareholders' attention.

Article 25 The Audit Committee shall discuss with external auditors the nature and scope of the audit and the relevant reporting obligation before the Audit Committee and the external auditors commence the audit work, review and monitor the external auditors' independence and objectivity and the effectiveness of the audit procedures in accordance with applicable standards, and ensure that the audit plan is risk-based and covers all relevant measurable activities during the entire accounting period, and coordinate the internal audit and external audit work. The Audit Committee shall also review with external auditors (and senior management) all matters to be reported to the Audit Committee in relation to general accounting standards.

Article 26 The Audit Committee shall develop and implement policy on engaging external auditors to supply non-audit services. For this purpose, an 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 Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

Article 27 The Audit Committee shall review and monitor the completeness, accuracy and fairness of interim and annual financial statements before submission to the Board and review material opinions in respect of financial reporting contained in the statements and reports. In this regard, in reviewing the relevant statements and reports before submission to the Board, the Audit Committee shall focus particularly on: (i) changes in accounting policies and practices, (ii) important decisions that rely on judgment, (iii) significant audit adjustments, (iv) the going concern assumption and any qualified opinions, (v) compliance with accounting standards, and (vi) compliance with the Listing Rules on The Stock Exchange of Hong Kong Limited and other legal requirements in relation to financial reporting.

Article 28 With regard to the aforesaid Article 27, members of the Audit Committee shall liaise with the Board and senior management, and shall meet, at least twice a year, with external auditors. The Audit Committee shall also consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts, and shall give due consideration to any matters raised by the Group's staff responsible for the accounting and financial reporting functions, compliance officer or auditors.

Article 29 The Audit Committee shall review the Group's financial and accounting policies and practices.

Article 30 The Audit Committee shall review the external auditor's audit letter, any material queries raised by the auditor to the management about accounting records, financial accounts or systems of controls and the management's response.

Article 31 The Audit Committee shall ensure that the Board will provide a timely response to the issues raised in the external auditor's audit letter.

Article 32 The Audit Committee shall review the audit results with external auditors, internal auditors and senior management, and report the same to the Board. The specific scope of review shall include but not limited to:

- (I) the external auditors' evaluation on the Group's internal accounting systems and relevant opinions;
- (II) the extent to which the management has cooperated with external auditors, including any major problems arising from the audit and any restrictions imposed by the senior management, or disagreement with the senior management on significant accounting issues;

- (III) existing or potential problems related to accounting and/or audit matters and any accounting errors, and any changes in accounting procedures and/or internal control system identified or arising during the audit;
- (IV) matters specified in the external auditor's audit letter submitted by external auditors to senior management, the senior management's responses and follow-up of any identified weaknesses;
- (V) the appropriateness and standardization of principal accounting policies and treatments of the Group, and adoption of new accounting policies and treatments; and
- (VI) any other financial treatments that have been discussed with the senior management, specific application of existing treatments and external auditors' suggested treatments, as well as any other material events communicated with the senior management.

For the purpose of paragraph (I) of this article above, the Audit Committee shall coordinate the settlement of any disagreements and disputes between the senior management and external auditors arising from financial reporting, in order to ensure the smooth preparation or issue of audit reports or implementation of related work. In the event of any material weaknesses in the monitoring process is identified, the Audit Committee shall make recommendations to the Board on the actions to be taken.

Article 33 The Audit Committee shall review the scope of audit and any other services provided by the external auditors and approve their fees and terms of service. As part of the review, the Audit Committee shall:

- (I) advise the external auditors to conduct any supplementary audit as deemed appropriate by the Audit Committee;
- (II) review, with the external auditors, accounting principles, or report on recent or expected developments of accounting practices that may affect the Company or the scope of audit; and
- (III) discuss major expected audit issues, if any.

Article 34 The Audit Committee shall make recommendations to the Board on the policy of engaging external auditors to provide non-audit services. For non-audit services, the Audit Committee shall consider:

- (I) whether there are preventive measures or whether it is necessary to take or advise the Board to take appropriate measures to ensure that external auditors' objectivity and independence in carrying out audit work will not be compromised when they provide such non-audit services; and
- (II) the nature of non-audit services, the related fee levels and the fee levels both on an individual and collective basis relative to the external auditors.

Article 35 The Audit Committee shall annually review all non-audit works performed by the external auditors to ensure that such non-audit works do not involve any impermissible non-audit work and do not impair the independence of the external auditors.

Article 36 The Audit Committee shall approve the policy on hiring employees or former employees of external auditors and monitor the adoption of such policy to assess whether it has affected or is likely to affect the judgment or independence of the external auditors in carrying out audit work.

Article 37 The Audit Committee shall meet with the external auditors at least twice a year to discuss matters regarding the audit fees, any matters arising from audit and any other matters the external auditors wish to discuss.

Section 5 Others

Article 38 The Audit Committee shall report to the Board on the matters set out in these terms of reference and consider other topics as determined by the Board.

Article 39 The Audit Committee shall preliminarily consider the related (connected) transactions requiring approval from the shareholders' meeting or the Board, and shall submit the same to the Board for approval.

Article 40 The Audit Committee shall consider and approve related (connected) transactions or accept the filing of related (connected) transactions within the scope of authorization of the Board.

Article 41 Subsequent to the year end, the Audit Committee shall submit to the Board a special report on related (connected) transactions and implementation of the related (connected) transaction management system during the year which shall fully and accurately report the overall positions, degree of risk and structural distribution of the related (connected) transactions which the Company has conducted during the year.

Article 42 The Audit Committee shall review the soundness of the arrangements under which the Company permits the employees to report or complain about any irregularities of the Company in financial reporting, internal control or other related areas, and ensure that the Company has appropriate arrangements for fair and independent investigation and follow-up on relevant matters.

Article 43 The Audit Committee shall study other subject matter as determined by the Board, keep the Board informed of any events which may have a material effect on the Group's financial position or business development, and make appropriate recommendations to the Board.

Article 44 The Audit Committee shall study other matters stipulated by laws, regulations, regulatory documents and the Articles of Association, requirements of the securities regulatory authorities of the Company's place of listing and other matters as authorized by the Board (including studying other subjects determined by the Board).

Article 45 The Audit Committee shall communicate with other committees on a regular basis, ensure all material risk management issues and irregularities have been thoroughly discussed and followed up by taking into account the Board's responsibilities for the control of all risks, and ensure appropriate coordination has been provided to all reviews on internal control systems conducted by the Audit Committee through audit.

Article 46 The Audit Committee shall upload these terms of reference to the websites of The Stock Exchange of Hong Kong Limited and the Company, in order to explain its role, duties and authority as delegated by the Board.

CHAPTER 4 POWER

Article 47 The Audit Committee has the right to seek adequate resources and administrative support from the senior management of the Group, and has separate and independent access to senior management of the Group.

Article 48 Senior management is expected to support the work of the Audit Committee in the best possible faith to ensure that they provide the Audit Committee with all necessary information that is appropriate in respect of the Group's operation, business, status etc. for the Audit Committee to fulfil its responsibilities on a timely basis. The Audit Committee has the right to request any member of senior management and any employee of the Group to promptly and as comprehensively as possible respond to the queries raised by any member of the Audit Committee. Information provided to the Audit Committee shall be accurate and complete, and be in the form and of the quality enabling the Audit Committee to make an informed decision.

Article 49 The Audit Committee has the right to act on its own or at the appointment by the Board to investigate major internal control issues, review the Group's operating, financial and accounting policies and practices, study relevant findings and responses of the senior management, and report the results of the investigation or review to the Board and make relevant recommendations.

Article 50 Members of the Audit Committee may, upon reasonable request, seek independent professional advice for their decision-making in appropriate circumstances, at the Group's expense. In the event of seeking advice from an external consultant, such consultant shall be appointed by the chairman of the Audit Committee and its opinions shall be directly submitted to the chairman of the Audit Committee (independent of the senior management).

CHAPTER 5 RULES OF PROCEDURE

Article 51 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all members of the Audit Committee:

- (I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

- (II) engagement or dismissal of an accounting firm that undertakes audits of the Company;
- (III) appointment or dismissal of the person in charge of accounting of the Company;
- (IV) changes in accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;
- (V) other matters as stipulated by laws, administrative regulations, requirements of the China Securities Regulatory Commission, requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Articles of Association.

The Audit Committee shall convene meetings at least once a quarter before the periodic meetings of the Board. Notices shall be given to all members no less than 3 days prior to the meeting. Such notice period may be waived with the written consent of more than half of the members of the Audit Committee. Meetings of the Audit Committee shall be held with more than two-thirds of members present.

Article 52 Extraordinary meetings may be convened upon proposal by the chairman or more than half of all members of the Audit Committee, or when it is deemed as necessary by the convener. Notices of extraordinary meetings shall be given to all members no less than 3 days prior to the meeting. Such notice period may be waived with the written consent of more than half of the members of the Audit Committee.

Article 53 Materials and notice of the meetings of the Audit Committee shall be issued simultaneously. All members shall familiarize themselves fully with the meeting materials prior to the meeting.

Article 54 In principle, the meetings of the Audit Committee shall be convened by way of a physical meeting. However, in order to allow all members to fully express their opinions, the meetings may also be convened by telecommunication means. Telecommunication means refer to the use of telephone, video conference and other means or circulation of written resolutions to participate in the meeting; circulation of written resolutions refers to the way of making decision on proposals through separate or circulated service.

Article 55 The chairman of the Audit Committee shall preside over meetings of the Audit Committee. In the event that the chairman of the Audit Committee is unable to attend, another member (who is an independent non-executive director) may be designated to preside over the meetings. If such designation is not made, more than half of the members being present shall select a member (who is an independent non-executive director) to preside over the meetings.

Article 56 Members of the Audit Committee shall attend the meetings in person. In the event that a member is unable to attend, he/she may authorize another member in writing to attend and vote on his behalf. The proxy who attends and votes at the meeting shall submit the power of attorney to the chairman of the meeting before it begins. The power of attorney shall set out the name of the principal, name of the proxy, matters delegated, voting instructions on matters proposed at the meeting (for or against), scope and validity period of authorization, and shall be signed or sealed by the principal. The proxy shall exercise the right within the scope of authorization. The principal who authorizes other members to attend the meeting on his behalf shall be solely liable to any decisions made by the proxy within his/her scope of authorization.

Article 57 Votes at the meetings of the Audit Committee shall be conducted by a show of hands, by voice or by disclosed ballot, and every member shall have one vote. Resolutions made at the meetings shall not take effect unless they are passed by more than half of all members (including members unable to be present). Members of the Audit Committee shall give express votes, either for or against and may not abstain from voting.

Article 58 Representatives of the auditors shall usually attend the meetings of the Audit Committee to provide assistance. At the request of the Audit Committee, it may also invite non-members of the Audit Committee that are directors, relevant members of senior management and head of relevant departments of the Company to be in attendance at some or all of the meetings of the Audit Committee. Prior approval from the chairman of the Audit Committee shall be obtained for the list of such persons in attendance at the meeting.

Article 59 Any member who is involved in any resolution considered at the meetings of the Audit Committee, along with his associates, shall abstain from attending the meetings.

Article 60 Full records of the meetings of the Audit Committee shall be kept. Minutes of the meetings of the Audit Committee shall sufficiently record the matters considered and decisions reached by the Audit Committee and auditors in detail, including any concerns raised by the directors or dissenting views expressed. Members attending the meetings shall sign on the final version of the minutes of the meetings of the Audit Committee.

Article 61 Members of the Audit Committee and persons in attendance at the meetings are obligated to keep all considered matters confidential and shall not disclose such information without approval.

CHAPTER 6 REPORTING PROCEDURES

Article 62 All minutes of the meetings prepared by the Audit Committee in accordance with Article 60 of these terms of reference shall be kept by the secretary of the Audit Committee and be available for inspection at any reasonable time on reasonable notice by any director.

Article 63 The Audit Committee shall regularly report to the Board on matters set out in these terms of reference, including the work of the Audit Committee, unless it is prohibited by laws or regulations.

CHAPTER 7 ANNUAL SHAREHOLDERS' MEETING

Article 64 The chairman of the Audit Committee shall attend annual shareholders' meetings of the Company and be prepared to answer any shareholder's questions in relation to the duties of the Audit Committee.

Article 65 If the chairman of the Audit Committee is unable to attend an annual shareholders' meeting of the Company, he/she shall arrange for another member of the Audit Committee to attend in his place. Such member shall be prepared to answer any shareholder's questions in relation to the work of the Audit Committee at the annual shareholders' meeting.

CHAPTER 8 EFFECTIVE DATE AND AMENDMENTS

Article 66 These terms of reference shall take effect from the date of consideration and approval by the Board. Since the date on which these terms of reference become effective, the original Terms of Reference of the Audit Committee under the Board of Directors of the Company will lapse automatically. Where it is necessary to amend these terms of reference in light of changes in circumstances, the amendments shall be proposed by the Audit Committee and submitted to the Board for consideration and approval.

Article 67 Matters not covered by these terms of reference shall be handled in accordance with the requirements of relevant laws, administrative regulations and departmental rules applicable in the People's Republic of China, the securities regulatory rules of the places where the shares of the Company are listed and the Articles of Association; in case there is any inconsistency between these terms of reference and any future relevant laws and regulations, the securities regulatory rules of the places where the shares of the Company are listed or the Articles of Association, the relevant laws and regulations, the securities regulatory rules of the places where the shares of the Company are listed and the Articles of Association shall prevail.

Article 68 These terms of reference shall be interpreted by the Board.

* *For identification purposes only*