

Casablanca Group Limited
(the "**Company**")
Audit Committee Terms of Reference

1. CONSTITUTION

The board of directors of the Company (the "**Board**") hereby constitutes and establishes an audit committee (the "**Audit Committee**") with the authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

2.1 The Audit Committee shall be appointed by the Board and shall consist of not less than three (3) members comprising non-executive directors.

2.2 The majority of the members of the Audit Committee shall be independent non-executive directors and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Rules Governing the Listing of Securities (the "**Listing Rule**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

2.3 The members of the Audit Committee (the "**Members**") shall appoint its chairman who must be an independent non-executive director. A quorum shall be two (2) Members.

2.4 A former partner of the Company's existing auditing firm shall be prohibited from acting as a Member for a period of one (1) year from the date of his ceasing:

- (a) to be a partner of the firm; or
- (b) to have any financial interest in the firm,

whichever is later.

3. RESPONSIBILITY

3.1 The function of the Audit Committee is to assist the Board to provide an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Company and its subsidiaries (the "**Group**"), to oversee

audit process and to perform other duties and responsibilities as assigned by the Board.

- 3.2 The Audit Committee should serve as a focal point for communication between other directors, the external auditors, and the management as their duties relate to financial and other reporting, internal controls, and the audits.
- 3.3 The Audit Committee will report its findings in the annual and interim reports of the Company when
- (a) the findings reveal any significant or material costs or damages to the Company;
 - (b) the findings reveal any material non-compliance with laws and regulations or standard principles of accounting, or
 - (c) the findings reveal any potential significant or material risks to the Company.

4. AUTHORITY

The Audit Committee is granted the authority to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by members of the Audit Committee. The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice as necessary to assist the Audit Committee and shall be provided with sufficient resources to perform its duties. As part of its functions, the Audit Committee will review the regular reports of the Company's internal auditor and will have the power to request further information from the internal auditor as well as require the internal auditor to prepare specific reports dealing with particular internal controls or compliance issues for review by the Audit Committee as and when necessary.

5. DUTIES

- 5.1 The duties of the Audit Committee include:

Relationship with the Company's auditors

- (a) 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 questions of its resignation or dismissal. 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 detailed explanation of the Audit Committee's view and the reasons for the Board to have taken such a different view;

- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee shall discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) 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. The Audit Committee should report to the Board and shall identify and make recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

- (d) to monitor 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 judgements contained in them. In reviewing these reports before submission to the Board, the Audit Committee shall focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumption and any qualifications;
 - (v) compliance with accounting standards; and

- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (e) Regarding to paragraph 5.1(d):
 - (i) the Members shall liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and
 - (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it shall 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.

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

- (f) to review the Company's financial controls, risk management and internal control systems;
- (g) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion shall include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (h) 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;
- (i) 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;
- (j) to review the financial and accounting policies and practices of the Group;

- (k) 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;
- (l) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (m) to report to the Board on the matters in the code provisions of Corporate Governance Code contained in Appendix 14 of the Listing Rules (as amended from time to time);
- (n) to consider other topics, as defined by the Board from time to time;
- (o) to review arrangements 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 shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (p) to act as the key representative body for overseeing the Company's relations with the external auditor.

6. FREQUENCY OF MEETINGS

6.1 The Audit Committee shall meet at least twice a year.

6.2 The external auditors may request a meeting if they consider that one is necessary.

7. ATTENDANCE

7.1 As necessary or desirable, the chairman of the Audit Committee may request that members of management and representatives of the external auditors be present at meetings of the Audit Committee. Other directors of the Board shall also have the right of attendance. However, at least twice a year, the Audit Committee shall meet with the external auditors without executive directors of the Board present.

7.2 Meetings can be held by way of telephone conference.

8. SECRETARY

The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Audit Committee.

9. MINUTES

9.1 Full minutes of the Audit Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records within a reasonable time after the meeting.

9.2 The Company Secretary shall circulate the minutes of meetings of the Audit Committee to all directors of the Board.

10. GENERAL

The Audit Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

(Revised on 21 December 2015)