

Prince Frog International Holdings Limited (the “Company”)

Terms of Reference of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 June 2011 with its responsibilities:
- (a) to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Company and its subsidiaries (the “Group”), and as to the adequacy of the external and internal audits;
 - (b) to assure that appropriate accounting principles and reporting practices are followed;
 - (c) to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the authorized independent auditors (the “External Auditors”), and to approve the remuneration and terms of engagement of the External Auditors, and any questions of its resignation or dismissal;
 - (d) to serve as a focal point for communication between other directors, the External Auditors and the internal auditors or any person responsible for internal audit function (the “IA People”) as regards their duties relating to financial and other reporting, internal controls, external and the IA People and such other matters as the Board determines from time to time;
 - (e) to review and monitor the External Auditors’ independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the External Auditors the nature and scope of the audit and reporting obligations before the audit commences, and ensure co-ordination where more than one audit firm is involved. Procedures to review and monitor the independence of the External Auditors may include:
 - (i) consider all relationships between the Group and the External Auditors (including non-audit services);

- (ii) obtain from the External Auditors annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
 - (iii) meet with the External Auditors, at least annually, in the absence of management, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the External Auditors may wish to raise.
- (f) to develop and implement policy on engaging the External Auditors to supply non-audit services. For the purpose of this clause, “External Auditors” include 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. The Committee should ensure that the External Auditors’ provision of non-audit services does not impair its independence or objectivity. When assessing the External Auditors’ independence or objectivity in relation to the provision of non-audit services, the Committee may wish to consider:
 - (i) whether the skills and experience of the External Auditors make it a suitable supplier of non-audit services;
 - (ii) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the External Auditors provide non-audit services;
 - (iii) the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the External Auditors; and
 - (iv) criteria for compensation of the individuals performing the audit;
- (g) to monitor integrity of the Company’s financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports (including Directors’ Report, Chairman’s Statement and management discussion and analysis), and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Committee should focus 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 assumptions and any qualifications;

- (v) compliance with accounting and auditing standards;
 - (vi) 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; and
 - (vii) reviewing the fairness of connected transactions and ensuring that the Company shall make disclosures in accordance with the Listing Rules and accounting standards;
- (h) regarding (g) 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 External Auditors; and
 - (ii) the 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 accounting and financial reporting function, the compliance officer of the Company or External Auditors;
- (i) to review audit and control related corporate representations made to External Auditors, IA People and to the shareholders of the Company;
 - (j) to review with External Auditors and IA People, the Group’s management, the adequacy of the Group’s policies and procedures regarding internal controls (including financial, operational and compliance controls) and any statement by the directors to be included in the annual accounts prior to endorsement by the Board;
 - (k) to review and monitor the effectiveness of the Company’s financial controls, internal control and risk management systems;
 - (l) to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group’s accounting and financial reporting function;
 - (m) to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management’s response to these findings;
 - (n) where an internal audit function exists, to ensure co-ordination between the IA People 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;

- (o) to review the Group's financial and accounting policies and practices;
- (p) to review the External Auditors' management letter, any material queries raised by the External Auditors to management about accounting records, financial accounts or systems of control and management's response;
- (q) to ensure that the Board will provide a timely response to the issues raised in the External Auditors' management letter;
- (r) to report to the Board on the matters set out in Code Provision C.3.3 of Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules;
- (s) to consider other topics, as defined by the Board;
- (t) to consider agreeing with the Board the Company's policies on hiring employees or former employees of the External Auditors and monitoring the application of these policies. The Committee should then be in a position to consider whether there has been or appears to be any impairment of the External Auditors' judgment or independence for the audit;
- (u) where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the External Auditors, to ensure that the Company includes in the Corporate Governance Report a statement explaining the Committee's recommendation and the reason(s) why the Board has taken a different view;
- (v) 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; and
- (w) to act as the key representative body for overseeing the Company's relations with the External Auditors.

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, all of whom shall be non-executive directors. The majority of the Committee members must be independent non-executive directors and at least one of the Committee members shall be 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 Listing Rules.

- 2.2 The chairman of the Committee shall be appointed by the Board and has to be an independent non-executive director of the Company.
- 2.3 A former partner, principal, shareholder, or professional employee of the Company's existing External Auditor is prohibited from acting as a Committee member for a period of 1 year as calculated under the Listing Rules and applicable auditor independence rules.
- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.
- 2.5 The secretary of the Company shall act as the secretary of the Committee.
- 2.6 The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

3. Frequency and proceedings of meetings

- 3.1 The Committee should meet at least two times per year. The Chairman may convene additional meetings at his discretion.
- 3.2 The Committee shall meet with the External Auditors at least twice a year.
- 3.3 Notice of Meeting
 - (a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days' notice.
 - (b) A Committee member may at any time summon a Committee meeting.
 - (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
 - (d) Any notice given orally shall be followed by confirmation in writing before the meeting.
 - (e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by a proposed agenda.
 - (f) Final agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).
- 3.4 The quorum of the Committee meeting shall be two members of the Committee.
- 3.5 Other Board members shall also have the right of attendance.

4. Alternate Committee members

4.1 A Committee member may not appoint any alternate.

5. Authorities of the Committee

5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.1 above.

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

5.3 The Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate with the Committee. The Committee is authorized by the Board to obtain outside legal or other independent professional advice, at the Company's expense, and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5.4 The Committee shall report to the Board any suspected frauds and irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

6. Minutes of meetings

6.1 Full minutes of Committee meetings shall be kept by the secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final versions of minutes of Committee meetings to all the Committee members for their comments and records respectively, within a reasonable time after the meeting.

7. Written resolutions

7.1 Resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

8. Reporting procedures

8.1 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

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 of the Company 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 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), 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.

11. Language

11.1 If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.