

Freeman Financial Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. Membership

- 1.1 The Audit Committee shall be appointed by the Board of Directors (the “**Board**”) and must consist of a minimum of three members (the “**Members**”).
- 1.2 Membership shall be confined to non-executive Directors only. The majority of the Audit Committee must be independent non-executive Directors (“**INEDs**”) and at least one INED must be with appropriate professional qualifications or accounting or related financial management expertise.
- 1.3 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED.
- 1.4 A former partner of the Company’s existing auditing firm shall be prohibited from acting as a Member of the Audit Committee for a period of one year from the date of his/her ceasing: (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is later.

2. Secretary

- 2.1 The Company Secretary shall be the secretary of the Audit Committee.
- 2.2 Notwithstanding any other provisions in this terms of reference, the Audit Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Audit Committee.

3. Meetings

- 3.1 The Audit Committee shall meet at least twice each year. The Company's external auditors may request a meeting if they consider that one is necessary.
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice.
- 3.3 The quorum of the Audit Committee shall be two Members.
- 3.4 Meetings could be held in person, by telephone or by other electronic means.
- 3.5 Resolutions of the Audit Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Audit Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

4. Attendance and Voting at Meetings

- 4.1 At least twice a year, representatives of the Company's external auditors will meet the Audit Committee without any Executive Directors being present, except by invitation of the Audit Committee.

4.2 At the invitation of the Audit Committee, the following persons may attend the meeting:

- (i) Head of Internal Audit (if there exists such function) or a representative from Internal Audit;
- (ii) Group Finance Director or Head of Accounts Department (or person occupying the same position);
- (iii) other members of the Board; and
- (iv) other persons.

4.3 Only Members of the Audit Committee are entitled to vote at the meetings.

5. Annual General Meeting

5.1 The Chairman of the Audit Committee or a Member of the Audit Committee (who must be an INED) of the Audit Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Audit Committee's activities and its responsibilities.

6. Responsibility and Powers

The responsibility of the Audit Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting system and internal control procedures. The Audit Committee shall have the following responsibilities and powers:

Relationship with the Company's auditors

- 6.1 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 resignation or dismissal;
- 6.2 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 should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences^(Note 1);
- 6.3 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 Audit 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

- 6.4 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 judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should 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 assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting.

6.5 Regarding 6.4 above:-

- (i) members of the Audit Committee should liaise with the Board and senior management;
- (ii) the Audit Committee must meet, at least twice a year, with the Company's auditors; and
- (iii) the Audit Committee shall 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 the accounting and financial reporting function, compliance officer or auditors.

Oversight of the Company's financial reporting system and internal control procedures

- 6.6 to review the Company's financial controls, internal control and risk management systems;
- 6.7 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 Company's accounting and financial reporting function;

- 6.8 to consider major investigations findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- 6.9 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;
- 6.10 to review the group's financial and accounting policies and practices;
- 6.11 to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;
- 6.12 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- 6.13 to report to the Board on the matters in this terms of reference;
- 6.14 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 Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- 6.15 to act as the key representative body for overseeing the Company's relations with the external auditors; and
- 6.16 to consider other topics, as defined by the Board.

7. Reporting

7.1 The Audit Committee shall report to the Board after each meeting.

8. Authority

8.1 The Audit Committee is authorized by the Board to inspect all accounts, books and records of the Company within its terms of reference.

8.2 The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of performing its duties.

8.3 A Director as a Member of the Audit Committee may seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member of the Audit Committee to the Company.

8.4 The Audit Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

9.1 This terms of reference will be posted on both the websites of the Company and Hong Kong Exchanges and Clearing Limited.

Notes:

1. (1) The Audit Committee may establish the following procedure to review and monitor the independence of external auditors:
 - (i) consider all relationships between the Company and the audit firm (including the non-audit services);
 - (ii) obtain from the audit firm 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 auditor, 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 auditor may wish to raise.
- (2) The Audit Committee may agree 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 Audit Committee should then be in a position to consider whether there has been or appears to be any impairment of the auditor's judgment or independence for the audit.
- (3) The Audit Committee should ensure that the external auditor's provision non-audit services does not impair its independence or objectivity. When assessing the external auditor's independence or objectivity in relation to the non-audit services, the Audit Committee may consider:-
 - (i) whether the skills and experience of the audit firm 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 auditor provides non-audit services;

(revised and effective on 13 March 2012)

- (iii) the nature of the non-audit services, the related fee levels and the fee levels individually and in total relative to the audit firm; and
- (iv) criteria for compensation of the individuals performing the audit.

(If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.)