



Transcenta Holding Limited

創勝集團醫藥有限公司

(registered by way of continuation in the Cayman Islands with limited liability)

(Stock Code: 6628)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

The audit committee (the “**Committee**”) of Transcenta Holding Limited (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on June 22, 2021. Set out below are the terms of reference (the “**Terms of Reference**”) of the Committee amended as of November 24, 2022. The Terms of Reference are available for viewing in English and Chinese. If there is any inconsistency between the English and the Chinese versions of the Terms of Reference, the English version shall prevail.

1. PURPOSE

- 1.1 The purpose of the Committee is to assist the Board in considering how the Board should apply financial reporting, risk management and internal control principles and for maintaining an appropriate relationship with the Company’s auditors; to promote continuous improvement in the Company’s ESG (defined below) management and performance and enhance the capital market’s recognition of the Company’s ESG efforts.
- 1.2 In order to cater for the strategic development need of the Company and strengthen its environmental, social and governance (“**ESG**”) work, the Terms of Reference are hereby updated in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other regulatory requirements, with ESG management duties added to the Committee. Such duty change was approved by the Board with effect from November 24, 2022.

2. COMPOSITION

- 2.1 The Committee shall comprise a minimum of three members consisting of non-executive directors only and a majority of which must be independent non-executive directors of the Company. The Committee must comprise of at least one independent non-executive director who has appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules (as amended from time to time). Members of the Committee shall be appointed by the Board.
- 2.2 The Board shall appoint one member of the Committee as the chairman (the “**Chairman**”) who must be an independent non-executive director.
- 2.3 A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Committee for a period of two years from the date of his ceasing: (i) to be a partner of the firm; or (ii) to have any financial interest in the firm, whichever is later.

3. AUTHORITY

- 3.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 and the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) as contained in Appendix 27 of the Listing Rules (as amended from time to time).
- 3.2 The Committee is authorised by the Board to investigate any activity within these Terms of Reference. It is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee.
- 3.3 Where the Board disagrees with the Committee’s view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the corporate governance report a statement from the Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.
- 3.4 The Committee shall have the right to receive such training and resources as it considers necessary for the performance of its ESG duties.

4. RESPONSIBILITIES AND DUTIES

- 4.1 Without prejudice to any requirement under the CG Code as set out in Appendix 14 to the Listing Rules, and subject to the Articles (defined below), the duties of the Committee shall include the following:
 - (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;
 - (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 Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
 - (c) to develop and implement policies on engaging an external auditor to supply non-audit services, and to confirm matters that need to be followed or improved and provide suggestions to the board of directors of Company on the steps to be taken. 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 Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

- (d) to monitor the integrity of the Company's financial statements, annual reports, accounts, half yearly reports and, if prepared for publication, quarterly reports, and to review the statements and 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 standards; and
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (e) Regarding paragraph (d) 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 Company's auditors; and
 - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in 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;
- (f) to review the Company's financial controls; unless expressly addressed by a separate board risk committee, or by the board itself, to review the Company's 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 by having effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal control 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 the appropriate standing within the Company, and to review and monitor its effectiveness;

- (j) to review the Company and its subsidiaries' operating, financial and accounting policies and practices;
- (k) to review the external auditor's management letter submitted by the external auditor to the management, 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 by external auditor's management letter submitted by the external auditor to the management;
- (m) to report to the Board on the matters in the CG Code;
- (n) 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 and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (o) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (p) to review ongoing connected transactions of the Company and ensure compliance with terms of approval by shareholders of the Company; and
- (q) to consider such other matters as the Board may from time to time determine.

4.2 Without prejudice to any requirement under the CG Code as set out in Appendix 14 to the Listing Rules and in order to comply with the requirement of the ESG Reporting Guide, the ESG duties of the Committee shall include the following:

- (a) to develop and approve the Company's ESG objectives, strategies and structure, review the progress in achieving the Company's ESG objectives, and make recommendations to the Board on relevant ESG work in line with the Company's strategic development;
- (b) to identify and review ESG-related issues that have a significant impact on the Company's operations and/or the interests of other key stakeholders, and direct and review the identification and prioritization of the materiality of ESG issues of the Company;
- (c) to consider the Company's assessment of its environmental and social impact, and review international and China's ESG and climate change trends, in order to ensure the effective assessment of potential impact, opportunities and risks to the Company's business, as well as report to the Board material ESG and climate change trends affecting the development of the Company's ESG strategies and objectives;

- (d) to review the implementation of the Company's ESG policies and strengthen process control to ensure the sustainability and effectiveness of the relevant actions in compliance with applicable laws and regulatory requirements;
- (e) to refer to key ESG reporting guidance for the relevant industry or sector, and widely consider suggestions from stakeholders or seek assurance verification by independent third parties, review annual ESG reports and other ESG information disclosures of the Company, and make recommendations to the Board for approval; and
- (f) other ESG duties authorised by the Board.

5. MEETINGS

- 5.1 Unless otherwise specified hereunder, the provisions contained in the Company's memorandum and articles of association (the "**Articles**") (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
- 5.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 5.3 The Committee shall meet at least twice annually or more frequently if circumstances require.
- 5.4 The Board, any member of the Committee and the external auditors may request a meeting if they consider that one is necessary.
- 5.5 The chief financial officer of the Company and at least one representative of each of the internal auditors and the external auditors shall normally attend meetings. Other members of the Board shall also have the right of attendance. However, the Committee shall meet with the external auditors at least twice a year. At least once a year the Committee shall meet with the external and internal auditors without executive directors or the management present.
- 5.6 Members of the Committee may be represented at a meeting of the Committee by an alternative appointed by him or her or his or her alternate.
- 5.7 The Chairman shall preside over all Committee meetings and be responsible for leading the work of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
- 5.8 A meeting of the Committee may be convened by any of its members.
- 5.9 A quorum shall be two members of the Committee.

- 5.10 The members of the Committee shall appoint a secretary of the Committee (the “**Secretary**”) to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman or the Secretary of the meeting or succeeding meeting.
- 5.11 Unless otherwise agreed by all the members of the Committee, notice of at least seven days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairman shall determine whether or not a meeting of the Committee is a regular meeting.
- 5.12 The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).
- 5.13 Each member shall have the right to one vote. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- 5.14 Full minutes of meeting of the Committee shall be kept by the Secretary or the company secretary. They shall be open for inspection at any reasonable time on reasonable notice by any director.
- 5.15 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of a representative or an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.
- 5.16 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all of the members of the Committee (or their respective representative or alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

6. ACCESS

- 6.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.
- 6.2 The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting, ESG or other advisors at the expense of the Company if necessary.

7. REPORTING PROCEDURES

- 7.1 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.
- 7.2 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. ANNUAL GENERAL MEETING

- 8.1 The Chairman or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the “AGM”) of the Company and be prepared to respond to questions at the AGM on the Committee’s work and responsibilities.