卫龙美味全球控股有限公司

WEILONG Delicious Global Holdings Ltd

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9985)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

Set out below are the terms of reference (the "**Terms of Reference**") of the audit committee (the "**Committee**") of WEILONG Delicious Global Holdings Ltd (the "**Company**").

1. PURPOSE

1.1 The purpose of the Committee is to assist and advise the board (the "**Board**") of directors of the Company (the "**Directors**") in establishing formal and transparent arrangements to consider how the Board should apply financial reporting, risk management and internal control principles, and for maintaining an appropriate relationship with the Company's auditors and for approving connected transactions.

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 the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 chairperson (the "**Chairperson**"), who must be an independent non-executive Director.

2.3 A former partner of the Company's existing auditing firm shall 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.

3.13 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 Chairperson or the Secretary of the meeting or succeeding meeting.

3.14 Full minutes of meeting of the Committee shall be kept by the Secretary or any one of the joint company secretaries of the Company. They shall be open for inspection at any reasonable time on reasonable notice by any Director.

3.15 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 Committee 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 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 details of the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

3.16 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 alternate) shall be as valid and effectual as if it had been p ute(s)0.5 (,)0.5 (o)0.5 (f)0.5 (m)0.5 (e)0.5 (e)

6. AUTHORITY

6.1 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 to the Listing Rules (as amended from time to time).

6.2 The Committee is authorized by the Board to investigate any activity within these Terms of Reference. It is authorized 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.

6.3 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.

7. DUTIES

7.1 Without prejudice to any requirements under the CG Code, 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 5 (.)]TJ /T1_1 1 Tf 1.088 Tw (.)]TJ /T1_1 1 T0.5 (a)0

(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 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, and 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, 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 should include the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function;