

CINDERELLA MEDIA GROUP LIMITED
(the “Company”)

Terms of Reference
of the Audit Committee

1. Constitution

The Board of Directors had resolved to establish a committee known as the “Audit Committee” to assist the Board of Directors (the “Directors”) of the Company (the “Board”) in providing an independent review of the effectiveness of the financial reporting process and internal control system of the Company. The terms of reference of the Audit Committee complies with the requirements of the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited

2. Membership

- 2.1 The members of the Audit Committee (the “Member(s)”) shall be appointed by the Board from time to time.
- 2.2 Membership shall be confined to non-executive Directors the majority of which must be independent non-executive Directors (the “INED(s)”), and at least one INED shall be with appropriate professional qualifications or accounting or related financial management expertise as defined in Chapter 3 of the Listing Rules.
- 2.3 The Audit Committee shall consist of not less than three 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 year commencing on the later of (a) the date of his/her ceasing to be a partner of the firm; or (b) the date of his/her ceasing to have any financial interest in the firm.
- 2.5 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED.

3. Secretary

- 3.1 The Company Secretary shall serve as the secretary of the Audit Committee.

4. Meetings

- 4.1 Meetings shall be held not less than twice a year and may be convened by any Member or by the secretary of the Audit Committee on the request of a Member. Notice may be given in writing or by telephone or by facsimile or electronic transmission or other similar means or in such other manner as the Audit Committee may from time to time determine.

- 4.2 The quorum of the meeting of the Audit Committee shall be any two Members.
- 4.3 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.4 Resolutions of the Audit Committee at any meetings shall be passed by a simple majority of votes of the Members present.
- 4.5 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.
- 4.6 The secretary of the Audit Committee shall circulate the full minutes of meetings of the Audit Committee to all Members in draft for comments as soon as reasonably practicable. Final versions of minutes shall be prepared and sent to all Members and the Board as soon as practicable.

5. Attendance at meetings

- 5.1 The Chief Executive Officer, the Chief Financial Officer, the external auditors and other Board members or any other persons may be invited to attend all or part of any meetings.
- 5.2 Only Members are entitled to vote at the meetings.

6. Authority

- 6.1 The Audit Committee shall have the right to require the Company's management to furnish such available information on any matter relating to the financial position of the Company and its subsidiaries or affiliates, as may be required for the purpose of performing its duties.
- 6.2 The Audit Committee is authorised by the Board to obtain independent legal or other professional advice if considered necessary to perform its duties at the expense of the Company.
- 6.3 The Audit Committee shall be provided with sufficient resources to perform its duties.

7. Responsibility and Powers

The Audit Committee shall have the following responsibilities and powers:

Relationship with the Company's external auditors

- 7.1 to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors;

- 7.2 to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards and to discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences, and at least once a year to meet with the external auditors without executive board members present;
- 7.3 to develop and implement policy on engaging an external auditors to supply non-audit services. For this purpose, "external auditors" 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 financial information of the Company

- 7.4 to monitor integrity of financial statements of the Company and the Company's 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:
- (a) any changes in accounting policies and practices;
 - (b) major judgemental areas;
 - (c) significant adjustments resulting from the audit;
 - (d) the going concern assumptions and any qualifications;
 - (e) compliance with accounting standards; and
 - (f) compliance with the Listing Rules and legal requirements in relation to financial reporting.

7.5 In regards to 7.4 above:-

- (a) Members should liaise with the Board and the Company's senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and
- (b) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports 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 person occupying the same position) or auditors;

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

- 7.6 to review the Company's financial controls, internal control and risk management system;
- 7.7 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;
- 7.8 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; and
- 7.9 where an internal audit function exists, to ensure coordination 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 the effectiveness of the internal audit function;
- 7.10 to review the group's financial and accounting policies and practices;
- 7.11 to review the external auditors' management letter, any material queries raised by the external auditors to management about the accounting records, financial accounts or systems of control and management's response;
- 7.12 to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter;
- 7.13 to report to the Board on the matters in this Terms of Reference;
- 7.14 to consider other topics, as defined by the Board;
- 7.15 to review arrangement 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; and
- 7.16 to act as the key representative body for overseeing the Company's relations with the external auditors.

8. Reporting procedures

- 8.1 The Audit Committee shall report directly to the Board on its decisions or recommendations.

Remarks: "senior management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 of the Listing Rules.