

China XLX Fertiliser Ltd.
(the “Company”)
(Incorporated in Singapore with limited liability)
中國心連心化肥有限公司*
(「本公司」)
(於新加坡註冊成立的有限公司)

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

(Effective from 18 November 2022)

審核委員會的職權範圍

(自2022年11月18日起生效)

1 MEMBERSHIP 成員

- 1.1 Members of the Audit Committee shall be appointed by the board of directors (the “**Board**”) of the Company.

審核委員會的成員須由本公司董事會(「**董事會**」)委任。

- 1.2 The Audit Committee must consist of a minimum of three members, all of whom must be non-executive directors.

審核委員會至少要有三名成員，全部必須為非執行董事。

- 1.3 The majority of the members of the Audit Committee must be independent non-executive directors, at least one of whom must have appropriate professional qualifications or accounting or related financial management expertise as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

審核委員會的大部份成員必須為獨立非執行董事，其中至少要有一名具備香港聯合交易所有限公司證券上市規則(「《**上市規則**》」)所規定的適當專業資格，或適當的會計或相關的財務管理專長。

* For identification purpose only 僅供識別

4.3.2 The financial controller, the head of internal audit (if any), relevant senior management and representative(s) of the external auditor shall normally attend meetings of the Audit Committee. Where appropriate or required, other directors and person(s) invited by a member of the Audit Committee may attend meetings of the Audit Committee.

財務總監、內部審核部主管(如有)、相關高級管理人員及外聘核數師的代表通常可出席審核委員會會議。在合適或需要的情況下，其他董事及由審核委員會成員邀請的人士可出席審核委員會會議。

4.4 Notice of meetings 會議通告

4.4.1 A meeting of the Audit Committee may be convened by any of its members or by the Company Secretary.

審核委員會會議可由任何一位成員或公司秘書召開。

4.4.2 Unless otherwise agreed by all the members of the Audit Committee, notice of at least 14 days shall be given for a regular meeting of the Audit Committee. For all other meetings of the Audit Committee, reasonable notice shall be given.

除非審核委員會全體成員另作協議，否則審核委員會定期會議的通知應最遲在會議舉行日期前十四天發出。對於其他審核委員會會議，應發出合理通知。

4.4.3 Agenda and accompanying supporting papers shall be sent, in full, to all p/

- 4.5.2 Draft and final versions of minutes of Audit Committee meetings shall be sent to all Audit Committee members for their comment and records respectively, within a reasonable time after the meeting.

審核委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內發送予審核委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

- 4.5.3 Minutes of meetings of the Audit Committee shall be kept by the Company Secretary and shall be available for inspection by any member of the Audit Committee or the Board at any reasonable time on reasonable notice.

審核委員會的完整會議紀錄應由公司秘書保存，並應在任何審核委員會或董事會成員發出合理通知時，公開有關會議紀錄供其在任何合理的時段查閱。

4.6 Written resolutions 書面決議案

- 4.6.1 Without prejudice to any requirement under the Listing Rules, written resolution may be passed and adopted by all members of the Audit Committee.

在不影響《上市規則》的任何規定下，審核委員會可在全體成員同意下通過及採納書面決議案。

5 RESPONSIBILITIES AND AUTHORITIES OF THE AUDIT COMMITTEE 審核委員會的責任及職權

- 5.1 The responsibilities and authorities of the Audit 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).

審核委員會的責任及職權包括載列於《上市規則》附錄14之《企業管治守則》(「《企業管治守則》」)相關守則條文(不時作出修訂)內的責任及職權。

- 5.2 The Audit Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit Committee.

董事會授權審核委員會按照其職權範圍進行任何調查。審核委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與審核委員會合作，以滿足其任何要求。

5.3 Without prejudice to any requirement under the CG Code, the duties of the Audit Committee include the following:

在不影響《企業管治守則》的任何規定下，審核委員會的職責包括以下各項：

5.3.1 Relationships with the Company's auditors 與本公司核數師的關係

- (a) To act as the key representative body for overseeing the Company's relations with the external auditor, and 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 to consider any questions of their resignation or dismissal.

擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係；及主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題。

- (b) To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences.

按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任。

- (c) To develop and implement policy on engaging 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.

就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。審核委員會應就任何須採取的行動或改善的事項向董事會報告並提出建議。

5.3.2 Review of the Company's financial information 審閱本公司的財務資料

- (d) 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

- (ii) 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 auditors.

審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出的事項。

5.3.3 Oversight of the Company's financial reporting system, risk management and internal control systems 監管本公司的財務申報制度、風險管理及內部監控系統

- (f) To review the Company's financial controls, and 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.

檢討本公司的財務監控，以及（除非有另設的董事會轄下風險委員會又或董事會本身會明確處理）檢討本公司的風險管理及內部監控系統。

- (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 programmes and budget of the Company's accounting and financial reporting function.

與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。

- (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.

主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究。

- (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 appropriate standing within the Company, and to review and monitor its effectiveness.

- 5.4 The Audit Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice, at the Company's expense, if necessary.

審核委員會應獲供給充足資源以履行其職責，及在有需要時可尋求獨立專業意見，費用由本公司支付。

- 5.5 All members of the Audit Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

審核委員會的所有成員均可聯絡公司秘書尋求其意見及獲取其服務，成員亦可個別聯絡本公司的高級管理人員以獲取所需資料。

6 REPORTING RESPONSIBILITIES 匯報責任

- 6.1 The Audit 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).

審核委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

7 ANNUAL GENERAL MEETING 股東周年大會

- 7.1 The chairman of the Audit Committee or in his/her absence, another member of the Audit Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Audit Committee's work and responsibilities.

審核委員會主席應出席股東周年大會（若審核委員會主席未能出席，則審核委員會的另一名成員出席，或如該名成員未能出席，則其適當委任的代表出席），並於會上回答有關審核委員會的工作及責任的提問。

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

註：如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。

POLICY ON WHISTLEBLOWING
舉報政策

1. INTRODUCTION 介紹

- 1.1 The Company is committed to achieving and maintaining the highest standards of openness, probity and accountability.
本公司致力達至及維持高水平的透明度、廉潔與問責性。
- 1.2 The Company's employees at all levels should conduct themselves with integrity, impartiality and honesty.
本公司各個級別的僱員應以廉正、公平及誠實的態度行事。
- 1.3 The Company encourages reporting of concerns and actual or suspected misconduct or malpractice or unethical acts (e.g. corruption) by any staff and/or external parties in any matter related to the Company.
本公司鼓勵任何僱員及／或外部各方就本公司相關的任何事項中報告關注以及實際或疑似不正當或舞弊或不道德的行為(例如貪污)行為。

2. PURPOSE 目的

- 2.1 This Policy aims to enable the Company's employees and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee of the Company about possible improprieties in matters related to the Company, in order to help detect and deter misconduct or malpractice or unethical acts in the Company.
本政策旨在使本公司僱員和與本公司有往來者能夠以保密及匿名的方式向本公司審核委員會就與本公司相關的事項中可能發生的不當事宜提出關注，以助偵查和阻止本公司的不當行為或舞弊或不道德的行為。

3. SCOPE 適用範圍

- 3.1 This Policy applies to:
本政策適用於：
- (a) employees at all levels and divisions of the Company and its subsidiaries, and any other stakeholders who might be victims of staff misconduct, including business counterparts (e.g. customers, contractors and suppliers); and
本公司及其子公司所有部門及各個級別的僱員，以及可能成為僱員不正當行為受害者的任何其他利益相關者，包括業務對應方(例如客戶、承包商和供應商)；及

- (b) concerns about possible improprieties in financial reporting, internal control or other matters including, but not limited to, the following:

就財務匯報、內部監控或其他方面（包括但不限於下列事宜）可能發生的不正當行為而提出的關注：

- Violation of rules of conducts applicable within the Company
違反適用於本公司的守則的規定
- Failure to comply with/breach of legal or regulatory requirements
不遵守／違反法律或監管條例
- Criminal offences, breach of civil law and miscarriage of justice
刑事罪行、違反民事法律及誤判行為
- Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
有關內部監控、會計、審計及財務方面的舞弊、不正當或欺詐行為
- Endangerment of the health and safety of an individual
危害他人身體及安全的行為
- Damage to the environment
對環境的損壞
- Improper conduct or unethical behaviour likely to prejudice the standing of the Company
損害本公司聲譽的不正當或不道德行為
- Bribery or corruption
賄賂或貪污
- Deliberate concealment of any of the above
對以上任何事宜故意隱瞞

4. REPORTING PROCEDURES 舉報程序

- 4.1 Anyone has a legitimate malpractice concern about financial reporting, internal control or other matters as described in 3.1(b) above, can raise it either verbally (in person) or in writing (marked “Private & Confidential via a sealed envelope) with the personnel mentioned hereinbelow.

任何人若對上述第3.1(b)段關於財務匯報、內部監控或其他方面的任何不正當行為有合理的關注，可以親自面談或以書面提出（通過密封信封標記為「私人和機密」）與下文提及的人員。

- 4.2 Persons raising such concerns are encouraged to disclose their identity and contact details so that they can be contacted for further information, if necessary. The Company will not divulge the identity of the person lodging the concern/complaint unless it is absolutely necessary to do so to facilitate the investigation or if required by the relevant regulatory authorities.

如果報告是以書面形式提出的，則鼓勵提出此類問題的人披露他們的信息，該文件應包含身份和聯繫方式，以便在必要時與他們聯繫以獲取更多信息。本公司不會透露提出疑慮／投訴的人的身份，除非 # 確緒咲旻蟾洞鏞會禦涿菰奸畹燁漱6 U U 瘵駢ㄟ殤 "

- 5.5 A final report, with recommendations for change or improvement (if applicable), will be produced to the Audit Committee. The Audit Committee will then review the final report and if appropriate, make recommendations to the Board.
調查報告將連同需作出變更或改善的建議(如適用)送交予審核委員會。審核委員會將審閱調查報告及向董事會作出建議(如適當)。
- 5.6 The employee/external party who reports the concern will receive in writing the outcome of the investigation.
提出關注的僱員／外部人士將收取調查結果的書面通知。
- 5.7 If the employee is not satisfied with the outcome, he/she could raise the matter again with the Audit Committee/the Chairman of the Board/the Executive Director/the Head of Internal Audit (as the case may be).
如僱員不滿意調查結果，他／她可再次向審核委員會／董事會主席／執行董事／內審部主管(視情況而定)提出。
- 5.8 If there is good reason, the Company will investigate into the concern again.
若有充分理由，本公司將作出再次調查。
- 5.9 Where the report discloses a possible criminal offence, the Company, after consulting its legal advisers, will decide if the matter should be referred to the relevant authorities such as the Hong Kong Police Force, Independent Commission Against Corruption and Securities and Futures Commission, as appropriate for further action. Once the matter is referred to the authorities, the Company will not be able to take further action on the matter, including advising the employee/external party of the referral.
假如調查報告顯示可能涉及刑事罪行，本公司將在諮詢其法律顧問後決定是否需要把事件轉介予有關當局，例如香港警務處、廉政公署及證券及期貨事務監察委員會，以作出適當的進一步行動。當事件轉介予有關當局後，本公司將不可以就事件採取進一步行動，包括通知僱員／外部人士有關轉介事宜。

6. CONFIDENTIALITY 保密

- 6.1 The Company will make every effort to treat all reporting under this Policy in strictly confidential and fair manners. The identity of the employee/external party making the report and complaint will not be disclosed without such employee's/external party's consent, unless the Company is legally obliged to reveal the employee's/external party's identity and other information.
本公司將盡一切努力使所有本政策適用的舉報均可在高度保密和公平的情況下處理。在未得到僱員／外部人士的同意前，本公司將不會披露作出舉報及投訴的僱員／外部人士的身份，除非本公司因應法律規定而須披露僱員／外部人士的身份及其他資料。

7. UNTRUE ALLEGATIONS AND FALSE REPORT 不實指控及虛假報告

- 7.1 In raising a concern pursuant to this Policy, the employee/external party should exercise due care to ensure the accuracy of the information.
當僱員／外部人士根據本政策提出關注時，僱員／外部人士應謹慎地確保資料正確無誤。
- 7.2 If the employee is mistaken about the concern raised, he/she will not be at risk of losing his/her job or suffering any form of retribution as a result provided that he/she is acting in good faith.
如僱員以真誠行事卻作出錯誤舉報，他／她將不會被解僱或受到其他處分。
- 7.3 If the employee deliberately raising false and malicious allegations, disciplinary action including the possibility of dismissal will be taken against him/her. In an extreme case, it could give rise to legal action against such employee.
如僱員故意作出虛假及惡意指控，他／她將受到紀律處分，包括可能被解僱。在嚴重的情況下，僱員將可能需要面對法律行動。
- 7.4 If a report from an external party found to be fraudulent or malicious, the Company may take action to recover any cost, loss or damage resulting from such report.
如果發現來自外部人士的舉報具有欺詐性或惡意，本公司可能會採取行動以追回因此類舉報而導致的任何成本、損失或損害。

8. REVIEW OF THE POLICY 檢討政策

- 8.1 The Audit Committee of the Company shall review regularly this Policy to improve its effectiveness and employee confidence in the process and to encourage a “speak up” culture across the Company.
本公司審核委員會應定期檢討本政策以提高其有效性及僱員對該流程的信心，並鼓勵整個公司的「暢所欲言」文化。
- 8.2 The Company shall be responsible for centrally record all reports and the corresponding follow up actions.
本公司有責任記錄所有舉報和相應的後續行動。
- 8.3 This Policy should be available to all employees of the Company.
本政策應提供予本公司的所有僱員。

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。