



## **TUNGTEX (HOLDINGS) COMPANY LIMITED**

**(the “Company”)**

### **TERMS OF REFERENCE OF THE AUDIT COMMITTEE**

#### **Constitution**

The board of directors of the Company (the “Board”) had, in the past, resolved to establish a Committee of the Board to be known as the Audit Committee (the “Committee”).

#### **Membership**

1. The Committee shall consist of not less than three members appointed by the Board, all of whom shall be non-executive directors and a majority of whom shall be independent non-executive directors (“INEDs”) and at least one INED with appropriate professional qualifications or accounting or related financial management expertise.
2. The Chairman of the Committee shall be appointed by the Board and must be an INED.
3. The Company Secretary of the Company or his/her delegate shall be the secretary of the Committee.

#### **Frequency and proceedings of meetings**

4. The Committee shall meet as its business requires and as determined by its members. The Committee will meet at least twice a year.
5. The quorum for a meeting shall be two members.
6. Proceedings of meeting of the Committee shall be governed by the provisions contained in the Company’s Articles of Association for regulating the meetings.
7. Full minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all members of the Committee for their comment and records respectively, within a reasonable period of time after the meeting. Such minutes shall be open for directors’ inspection.

### **Authority**

8. The Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate with the Committee. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.
9. Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditor, the Committee will arrange for the Corporate Governance Report in the Annual Report to include an explanation of the Committee's view and the reasons why the Board has taken a different view.
10. The Committee is to be provided with sufficient resources to perform its duties.

### **Responsibility**

11. The Committee is to serve as a focal point for communication between other directors, the external auditor and the internal auditor as regards their duties relating to financial and other reporting, risk management and internal controls, external and internal audits and such other matters as the Board determines from time to time.
12. The Committee is to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the risk management and internal controls of the Company and its subsidiaries (the "Group"), and as to the adequacy of the external and internal audits.

### **Duties, powers and functions**

13. The duties, powers and functions of the Committee are as follows:

#### *Relationship with the Company's external auditors*

(a) 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 its resignation or dismissal;

(b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;

(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 Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

(d) to act as key representative body for overseeing the Company’s relations with the external auditor;

*Review of the Company’s financial information*

(e) to monitor integrity of the Company’s financial statements and annual report and accounts, half-year report and quarterly reports (if any), 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 audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and legal requirements in relation to financial reporting;

(f) Regarding (e) above:

(i) members of the Committee should liaise with the Company’s Board and senior management and the Committee must meet, at least twice a year, with the Company’s external auditors; and

(ii) the 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 (internal or external);

*Oversight of the Company’s financial reporting system, and risk management and internal control systems*

(g) 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;

(h) 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;

(i) 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;

(j) 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;

(k) to review the Group's financial and accounting policies and practices;

(l) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;

(m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

(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. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

(o) to report to the Board on the matters in these terms of reference; and

(p) to consider other topics, as defined by the Board.

### **Reporting Procedures**

14. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

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

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March 11, 2016