



# **DAISHO MICROLINE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0567)

## **Terms of Reference of the Audit Committee**

**(adopted on 26 March 2012)**

# Daisho Microline Holdings Limited

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### 1. Constitution

- 1.1 The Board of Directors (the “Board”) of Daisho Microline Holdings Limited (formerly known as Suwa International Holdings Limited) (the “Company”) had resolved on 1 April 1999 to establish a committee known as the Audit Committee (the “Committee”) in order to provide the Board with an independent review of the effectiveness of the financial reporting process and internal control system of the Company and its subsidiaries (collectively, the “Group”). The terms of reference of the Committee have been updated and amended on 26 March 2012 with reference to the relevant code provisions in Appendix 14 - “Corporate Governance Code and Corporate Governance Report” of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

### 2. Membership

- 2.1 The Committee members shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members. The majority of the Committee members must be independent non-executive directors.
- 2.2 The Chairman of the Committee shall be an independent non-executive director of the Company as appointed by the Board.
- 2.3 The terms of office of the Committee members shall be determined by the Board.
- 2.4 The quorum of the Committee shall be any two Committee members.
- 2.5 The Company Secretary of the Company, or any person duly appointed by the Committee, shall act as the secretary of the Committee.
- 2.6 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 1 year from the date of his ceasing:
- (a) to be a partner of the firm; or
  - (b) to have any financial interest in the firm,

whichever is later.

### 3. Attendance at Meetings

- 3.1 The Financial Controller and a representative of the external auditors shall normally attend meetings of the Committee. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors without executive Board members present.

#### **4. Frequency of Meetings**

- 4.1 The Committee shall meet at least two times a year. Any Committee member or the secretary of the Committee may convene Committee meeting if necessary.

#### **5. Minutes**

- 5.1 Full minutes of the Committee meeting should be kept by the secretary of the Committee. Draft and final version of minutes of the Committee meeting should be sent to all members of the Committee for their comment and records within a reasonable time after the meeting.

#### **6. Authority**

- 6.1 The 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 Committee.
- 6.2 The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if considered necessary.

#### **7. Terms of Reference**

The specific duties of the Committee shall be:

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

- 7.1 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;
- 7.2 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;
- 7.3 to develop and implement policy on 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;

- 7.4 to act as the key representative body for overseeing the Company's relations with the external auditors;

***Review of the Company's financial information***

- 7.5 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 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 Listing Rules and legal requirements in relation to financial reporting;

- 7.6 Regarding sub-paragraph 7.5 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 the 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;

***Review of corporate governance***

- 7.7 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

- 7.8 to review and monitor the training and continuous professional development of directors and senior management;

- 7.9 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

- 7.10 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- 7.11 to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report;

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

- 7.12 to review the Company's financial controls, internal control and risk management systems;
- 7.13 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;
- 7.14 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;
- 7.15 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;
- 7.16 to review the Group's financial and accounting policies and practices;
- 7.17 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;
- 7.18 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- 7.19 to review arrangements employees of the Group 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;
- 7.20 to report to the Board on the matters in this Terms of Reference; and
- 7.21 to consider other topics, as defined by the Board.

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