



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

TERMS OF REFERENCE OF AUDIT COMMITTEE (the “Committee”)

Adoption Date: 10 April 2006
Revised Date: 12 March 2012

1. Membership

- 1.1 The Committee shall consist of not less than three members appointed by the board of directors (the “**Board**”) of the Company, all of whom shall be non-executive directors and a majority of whom shall be independent non-executive directors. At least one member of the Committee shall have appropriate professional qualifications or accounting or related financial management expertise.
- 1.2 The Committee shall be chaired by an independent non-executive director and appointed by the Board.

2. Frequency and proceedings of meetings

- 2.1 The Committee should meet at least two times per year. Additional meetings should be held as the work of the Committee demands.
- 2.2 The chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum for a meeting shall be two members of the Committee.
- 2.4 Proceedings of meetings of the Committee shall be governed by the provisions of the bye-laws of the Company.
- 2.5 The company secretary of the Company or a nominee shall act as the secretary of the Committee (the “**Secretary**”).

** For identification purpose only*

- 2.6 Full minutes of the Committee meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records within a reasonable time after the meeting.

3. Authority

- 3.1 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 if it considers this necessary.
- 3.2 The Committee shall report to the Board any suspected frauds and irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.
- 3.3 Where the Board disagrees with the Committee's view on the selections, appointment, resignation or dismissal of the external auditors, the Committee will arrange for the Corporate Governance Report in the Annual Report to include an explanation of the Committee's view and the reason why the Board has taken a different view.
- 3.4 The Committee is to be provided with sufficient resources to perform its duties.

4. Responsibilities

- 4.1 The Committee is to serve as a focal point for communication between other directors, the management of the Company and the external auditors as regards their duties relating to financial and other reporting, internal controls, external and internal audits and such other matters as the Board determines from time to time.
- 4.2 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 internal controls of the Company and its subsidiaries (the "**Group**"), and as to the adequacy of the external and internal audits.

5. Duties, powers and functions

The Committee shall have the following duties, powers and functions:

Relationship with the Company's auditors

- (a) 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) 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;

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

Review of the Company’s financial information

- (e) 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 judgements 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 and legal requirements in relation to financial reporting;
- (f) Regarding (e) 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;

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

- (g) review the Company's financial controls, internal control and risk management systems;
- (h) 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;
- (i) 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;
- (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) review the Group's financial and accounting policies and practices;
- (l) 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) ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (n) 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) report to the Board on the above matters; and
- (p) consider other topics, as defined by the Board.

6. Reporting Procedures

The Committee should 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 to the Board on the findings and recommendations of the Committee.