

POLYTEC ASSET HOLDINGS LIMITED

(the “Company”)

Terms of Reference of Audit Committee

1. Constitution

- 1.1 The Board of Directors of the Company (the “**Board**”) resolved on 1 March 2000 to establish a committee of the Board to be known as the Audit Committee (hereinafter referred to as the “**Committee**”). The Board has adopted the revised terms of reference of the Committee on 26 August 2015.
- 1.2 The Committee is established under delegation from the Board pursuant to Article 137 of the Company’s Articles of Association.

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the Non-executive Directors and shall consist of not less than three members. A majority of the members should be Independent Non-executive Directors and at least one of whom should have appropriate professional qualifications or accounting or related financial management expertise.
- 2.2 The Board shall nominate one of the Independent Non-executive Directors as the chairman of the Committee.
- 2.3 A former partner of the Company’s existing auditing firm shall be prohibited from acting as a member of the Committee for a period of one year from 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.

3. Secretary

- 3.1 The Company Secretary or such other person with appropriate qualification and experience as appointed by the Committee from time to time shall act as the Secretary of the Committee.

4. Frequency and proceedings of meetings

- 4.1 The Committee shall meet at least twice every year. Additional meetings shall be held as the work of the Committee demands.

- 4.2 The chairman of the Committee may convene additional meetings at his discretion.
- 4.3 The external auditors may request a meeting if they consider it necessary.
- 4.4 The quorum of a meeting shall be two members of the Committee who are Independent Non-executive Directors.
- 4.5 The Committee may, from time to time, invite advisers or such other persons as may be deemed necessary, to attend meetings.
- 4.6 Representatives of the external auditors shall normally attend meetings. Other Board members may also participate.
- 4.7 At least once a year the Committee shall meet with the external auditors without any Executive Directors being present except by invitation of the Committee.
- 4.8 Proceedings of meetings of the Committee shall be governed by the provisions of Article 139 of the Articles of Association of the Company.
- 4.9 Minutes shall be kept by the Secretary of the Committee. Draft and final versions of minutes shall be circulated to all members for their comments and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

5. Annual General Meeting

- 5.1 The chairman of the Committee or another member of the Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

6. Authority

- 6.1 The Committee is authorized by the Board to investigate any activity within the 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 seek independent professional advice in appropriate circumstances to discharge its duties.
(Note: Arrangement to seek professional advice could be made through the Company Secretary.)
- 6.3 Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Committee will provide a statement explaining its recommendation to the Board who shall include such statement and also the reason(s) why the Board has taken a different view in the Corporate Governance Report.

6.4 The Committee is to be provided with sufficient resources to perform its duties.

7. Responsibilities, powers and functions

The Responsibility of the Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting, risk management and internal control system. The Committee shall have the following responsibilities, powers and functions:

Relationship with the external auditors

- 7.1 to be primarily responsible for making recommendation 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 act as the key representative body for overseeing the Company's relations with the external auditor;
- 7.3 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 external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- 7.4 to develop and implement policy on the engaging of 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 in respect of which it considers that action or improvement is needed;

Review of financial information of the Company

- 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 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 (the “**Listing Rules**”) and other legal requirements in relation to financial reporting;

7.6 in regard to 7.5 above:-

- (i) to liaise with the Board and Senior Management;
- (ii) to meet, at least twice a year, with the Company’s external auditors; and
- (iii) to consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, and it must 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 performing the same duties) or external auditors;

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

- 7.7 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;
- 7.8 to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting, internal audit and financial reporting function;
- 7.9 to consider any 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;
- 7.10 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;
- 7.11 to review the financial and accounting policies and practices of the Group;
- 7.12 to review the external auditor’s management letter, any material queries raised by the external auditor to management about the accounting records, financial accounts or systems of control and management’s responses;
- 7.13 to ensure that the Board will provide a timely response to the issues raised in the external auditor’s management letter;

7.14 to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, risk management, 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

7.15 to review the whistleblowing policy on an on-going basis;

7.16 to report to the Board on the matters in the terms of reference; and

7.17 to consider other topics, as defined by the Board.

8. Reporting procedures

8.1 The Secretary shall circulate the minutes of meetings and reports, if any, of the Committee to all members of the Board.

8.2 The Committee shall report to the Board on its decisions and recommendations, unless there are legal or regulatory restrictions on their ability to do so.

8.3 At least annually, the Committee should present a report to the Board which addresses the work and findings of the Committee during the year in discharging its responsibilities in its review of the quarterly (if prepared for publication), half-yearly and annual results and risk management and internal control systems, and its other duties set out in the Corporate Governance Code of the Listing Rules.

9. Publication of the Terms of Reference

9.1 A copy of the terms of reference may be made available on the website of the Company and of The Stock Exchange of Hong Kong Limited.

In case of inconsistency between the English version and its Chinese translation, the English version shall prevail.