

**VEEKO INTERNATIONAL HOLDINGS LIMITED**  
**威高國際控股有限公司**

**Terms of reference of the audit committee of the Board of Directors**

**董事會審核委員會職權範圍**

**Date of adoption: 16 September 2004**

**採納日期：2004年9月16日**

**(Amended on 23 July 2009)**

**(於2009年7月23日修訂)**

**VEEKO INTERNATIONAL HOLDINGS LIMITED**

**威高國際控股有限公司**

**(“Company”)**

---

**Terms of reference of the Audit Committee (“Committee”)  
of the Board of Directors (“Board”) of the Company**

---

**1. Constitution**

1.1 The Committee was established pursuant to a resolution passed by the Board at its meeting held on 23 March 1999 and was re-constituted on 17 September 2004 pursuant to a resolution passed by the Board at the meeting held on 16 September 2004.

**2. Membership**

2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors. With effect from 17 September 2004, the members of the Committee are Mr. Cheng Chung Hoo, Mr. Yang Wei Tak and Mr. Yeung Wing Kay.

2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. With effect from 17 September 2004, Mr Cheng Chung Hoo is the Chairman of the Committee.

2.3 The secretary of the Committee shall be appointed by the Board. Ms Wong Chi Ying is the secretary of the Committee.

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

**3. Proceedings of the Committee**

**3.1 Notice:**

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting.

(c) Any notice given orally shall be confirmed in writing and before the meeting.

(d) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission at the telephone or facsimile or address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

3.2 **Quorum:** The quorum shall be two members of the Committee at the beginning and during the whole process of the meeting (except breaks).

3.3 The Finance Director (if any), the Head of Internal Audit (or any officer(s) assuming the relevant functions but having a different designation) and a representative of the external auditors shall normally attend meetings. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors and internal auditors, if any, without executive Board members present.

3.4 Meetings shall be held not less than twice a year to consider the budget, revised budget and interim or annual report prepared by the Board. The external auditors may request the Chairman of the Committee to convene a meeting, if they consider that one is necessary.

#### 4. **Written resolutions**

4.1 Written resolutions may be passed by all Committee members in writing.

#### 5. **Alternate Committee members**

5.1 A Committee member may not appoint any alternate.

#### 6. **Authority of the Committee**

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to monitor whether the Group’s management has, in the performance of their duties, infringed any policies set by the Board or any applicable law, regulation and code (including the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and other rules and regulations from time to time determined by the Board or a committee thereof);
- (c) to investigate all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;
- (d) to review the Group’s internal control procedures and system;
- (e) to review the performance of the Group’s employees in the accounting and internal audit department;
- (f) to make recommendations to the Board for the improvement of the Group’s internal control procedures and system;

- (g) to request the Board to convene a shareholders' meeting for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (h) to request the Board to take all necessary actions, including convening a special general meeting, to replace and dismiss the auditors of the Group; and
- (i) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

## **7.1 Duties**

7.1 The duties of the Committee shall be:

- (a) to consider, and make 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 resignation or dismissal of that auditor;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (c) to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (d) to develop and implement policy on the engagement of the external auditors to supply non-audit services. For this purpose, external auditors shall include any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken;
- (e) to monitor integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them;
- (f) to review the half-year and annual financial statements before submission to the Board, focusing particularly on:
  - (i) any changes in accounting policies and practices;
  - (ii) major judgmental areas;
  - (iii) significant adjustments resulting from the audit;

- (iv) the going concern assumption and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;

and to provide advice and comments thereon to the Board;

- (g) in regards to (f) above:
  - (i) members of the Committee must liaise with the Board and senior management and the committee must meet, at least once 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 such reports and accounts and 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 auditors;
- (h) to review the Company's financial controls, internal control and risk management systems;
- (i) to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- (j) to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;
- (k) 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 the effectiveness of the internal audit function;
- (l) to review the Group's financial and accounting policies and practices;
- (m) to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;
- (n) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (o) to report to the Board on the matters set out in this paragraph; and

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

## **8. Circulation of the minutes of meetings and written resolutions**

8.1 The secretary to the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board.

## **9. Continuing application of the articles of association of the Company**

9.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

## **10. Powers of the Board**

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code of Best Practice), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

- End-

VEEKO INTERNATIONAL HOLDINGS LIMITED  
威高國際控股有限公司  
(“本公司”)

董事會(“董事會”)審核委員會(“委員會”)職權範圍及程序

一、 組成

- 1.1 本委員會是按本公司董事會於 1999 年 3 月 23 日會議通過成立的。根據本公司董事會於 2004 年 9 月 16 日會議決議，本委員會成員的組成於 2004 年 9 月 17 日重組。

二、 成員

- 2.1 委員會成員須由董事會從公司的非執行董事中委任。委員會最少由三名成員組成，大部份成員必須是獨立非執行董事。於 2004 年 9 月 17 日起，成員如下：

鄭宗豪先生  
楊威德先生  
楊永基先生

- 2.2 委員會主席由董事會委任及必須是獨立非執行董事。於 2004 年 9 月 17 日起，主席為鄭宗豪先生。
- 2.3 委員會秘書由董事會委任，現任秘書為黃智英小姐。
- 2.4 經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員或秘書。

三、 會議程序

- 3.1 會議通知：
- (a) 除非委員會全體成員同意，審核委員會的會議通知期，不應少於七天。

- (b) 會議可以由任何一位委員會成員以書面通知委員會秘書，再由秘書以書面或其他方法再通知各成員，亦可由任何一位成員直接以書面或口頭方式通知其他成員。委員會秘書亦可以書面通知召開會議。
  - (c) 以口頭通知方式召開的會議，應盡快(及在會議召開前)，以書面方式確實。
  - (d) 會議通告可透過親身或以書面形式、或以電話、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼或地址為準)。
  - (e) 召開會議的通知必須說明開會時間、地點、議程及提供有關文件予各成員及秘書參閱。文件應與議程一起送出，而議程應於會議通告(或確認會議通告的函件)一併發出。
- 3.2 法定人數為兩位成員；會議進行開始及整個過程(除小休外)必須有足夠的法定人數。
- 3.3 主管財務的董事(如有)，公司內部核數的主管(或任何主管承擔類似工作，但被指定為不同職稱)及一位外聘核數師的代表通常應出席會議。其他董事會的成員亦有權出席會議。無論如何，委員會應至少每年一次在沒有董事會成員出席的情況下，會見外聘核數師及內部核數主管(如有)。
- 3.4 每年開會不少於二次，討論董事會提呈的預算、修訂預算及半年度或年度報告草稿。如外聘的核數師認為情況適當，可要求委員會主席召開會議。

#### **四、書面決議**

- 4.1 委員會成員可以以書面贊成方式通過任何決議，惟必須所有委員會成員同意。

#### **五、委任代表**

- 5.1 委員會成員不能委任代表。

#### **六、審核委員會的權力**

6.1 委員會可以行使以下權力：

- (a) 要求本公司及其任何附屬公司(合稱“**本集團**”)的任何僱員及專業顧問(包括核數師)提交報告、出席委員會會議提供所需資料及解答問題；
- (b) 監控本集團管理人員在履行職務時有否違反董事會訂下的政策或適用的法律、守則(包括聯交所上市規則及董事會或其委員會訂立的規則)；
- (c) 調查所有懷疑欺詐事件及要求管理層就此等事件作出調查及提呈報告；
- (d) 評審本集團內部監管措施及系統；
- (e) 評審本集團的會計及內部核數部門僱員的表現；
- (f) 建議董事會考慮改善本集團內部監控措施或系統；
- (g) 在有證據顯示或懷疑有關人員失職時，要求董事會召開股東大會罷免本集團董事及僱員的職務；
- (h) 要求董事會採取任何必要行爲，包括召開特別股東大會，更替及罷免本集團的核數師；
- (i) 如委員會覺得有需要，可向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見。

## **七、審核委員會的責任**

7.1 審核委員會負責履行以下責任：

- (a) 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) 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；
- (c) 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；

- (d) 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。委員會應就其認為必須採取的行動或改善的事項向董事會報告，並建議有哪些可採取的步驟；
- (e) 監察本公司的財務報表及本公司年度報告及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；
- (f) 在向董事會提交前，審閱本公司年度報告及賬目、半年度報告，並特別針對下列事項：
  - (i) 會計政策及實務的任何更改；
  - (ii) 涉及重要判斷的地方；
  - (iii) 因核數而出現的重大調整；
  - (iv) 企業持續經營的假設及任何保留意見；
  - (v) 是否遵守會計準則；及
  - (vi) 是否遵守有關財務申報的聯交所上市規則及其他法律規定；

並就此向董事會提供建議及意見；

- (g) 就上述(f) 項而言： -
  - (i) 委員會成員須與董事會及高層管理人員聯絡。委員會須至少每年與本公司的核數師開會一次；及
  - (ii) 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，並須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；

- (h) 檢討本公司的財務監控、內部監控及風險管理制度；
- (i) 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統，包括考慮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；
- (j) 主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層的回應進行研究；
- (k) 如公司設有內部核數功能，須確保內部和外聘核數師的工作得到協調；也須確保內部核數功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察內部核數功能是否有效；
- (l) 檢討本集團的財務及會計政策及實務；
- (m) 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
- (n) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；
- (o) 就本段所載的事宜向董事會匯報；及
- (p) 研究其他由董事會界定的課題。

## **八、 會議紀錄及書面決議的傳閱**

- 8.1 委員會秘書負責於委員會會議紀錄及書面決議簽署後，盡快抄送紀錄及決議文本予所有董事(包括非執行董事)備案。

## **九、 本公司組織章程細則**

- 9.1 就前文未有作出規範，但本公司組織章程細則作出了規範的董事會會議程序的規定，適用委員會的會議程序。

## 十、 董事會權利

- 10.1 本決議所有規則，可以由董事會在不違反公司組織章程細則及聯交所上市規則(最佳應用守則)的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

- 完 -