

Wah Nam International Holdings Limited

(the “Company”)

Terms of Reference

1. Constitution

The audit committee (“Committee”) is a committee of the board of directors (“Board”).

2. Membership

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 should be Independent Non-Executive Directors (“INEDs”).

The Chairman of the Committee shall be appointed by the Board from amongst the INEDs.

3. Attendance at meetings

A quorum shall be two members of the Committee, both of whom must be INEDs.

The Chairman of the Board, Managing Director and the Head of Internal Audit, and the representative(s) 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 without executive Board members present.

The Company secretary shall be the secretary of the Committee.

4. Frequency of meetings

Meetings shall be held not less than twice a year. The external auditors may request a meeting if they consider that one is necessary.

5. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee or Executive Director and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board, and at reasonable expense of the Company, to obtain outside legal or other independent professional advice and having ensured the Company’s interests are protected, to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. Duties

The duties of the Committee shall be:

Relationship with external auditors

- (a) to consider and make 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 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. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or 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;

Review of financial information of the Company

- (d) 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. In this regard, in reviewing the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Committee should focus particularly on:-

- any changes in accounting policies and practices;
- major judgmental areas;
- significant adjustments resulting from audit;
- the going concern assumptions and any qualifications;
- compliance with accounting standards; and
- 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;

- (e) In regard to (d) above:-

- members of the Committee must liaise with the Board, senior management and the Qualified Accountant and the Committee must, meet at least once a year, with the Company's auditors; and
- 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 Qualified Accountant, compliance officer or auditors;

Oversight of the Company's financial reporting system

And internal control procedures

- (f) to review the Company's financial controls, internal control and risk management systems;

- (g) 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;
- (h) 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;
- (i) 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;
- (j) to review the Group's financial and accounting policies and practices;
- (k) 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;
- (l) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

Others

- (m) to report to the Board on the matters set out in the code provisions as stated in Appendix 14 of the Listing Rules; and
- (n) to consider other topics, as defined by the Board.

7. Reporting procedures

Secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.