

Audit Committee

Terms of Reference

1. Functions

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Asia Financial Holdings Limited (the “Company”) to:

- (a) provide an independent review and supervision of financial reporting, and monitor and review the effectiveness of risk management and internal control systems of the Company and its subsidiaries (collectively the “Group”);
- (b) provide liaison among other directors, management, external and internal auditors as regards to their duties and responsibilities relating to financial reporting, risk management and internal control and such other matters determined by the Board from time to time;
- (c) ensure adequacy of the scope and coverage of both external and internal audits;
- (d) 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 to deal with any questions of resignation or dismissal of the external auditor.

2. Membership

- (a) The Board appoints the Chairperson and members of the Committee and determines their remunerations based on the Remuneration Committee’s recommendation.
- (b) The Committee should have at least three members with the maximum up to five members. The majority of the members should be independent non-executive directors.
- (c) At least one member of the Committee should be a public accountant or a person having the relevant financial management and control experience as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- (d) Any former partner of the Company’s existing external auditing firm should be prohibited from acting as a member of the Committee for a period of two years from the date of the person ceasing to be a partner of the firm, or to have any financial interest in the firm, whichever is later.
- (e) The tenure of the members is two years and retiring members are eligible for re-appointment.

3. **Authority**

The Committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information it may require from any employee, director, agent or advisor, and all such persons will be directed to co-operate with any request made by the Committee;
- (c) consult the external auditor and/or internal auditor without reference to management or to consult management without reference to external auditor and/or internal auditor;
- (d) obtain external legal or other independent professional advice and to approve the related fees at the expenses of the Group, if considered necessary;
- (e) be provided with sufficient resources to discharge its duties;
- (f) delegate appropriate authority to the management (subject to applicable legal or regulatory requirements) for execution of instructions when considered appropriate.

4. **Responsibilities**

The main responsibilities of the Committee are to:

- (a) review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (b) review all the non-audit services performed by the external auditor to ensure that such services do not impair its independence or objectivity and such services do not include any impermissible non-audit services;
- (c) review and approve the proposed audit fees by external auditor and recommended such fees for the Board's final approval;
- (d) monitor the integrity of the Company's financial statements, interim and annual reports and accounts, and to review significant financial reporting judgements and estimates contained in them before submission to the Board for approval. Particular attention should be paid to:

- (i) appropriateness of accounting policies and practices adopted;
 - (ii) any changes in accounting policies and practices;
 - (iii) major judgmental issues and estimates;
 - (iv) significant adjustments resulting from audit;
 - (v) adequacy of disclosure;
 - (vi) consistency within the financial statements and with prior disclosures;
 - (vii) any significant audit adjustments;
 - (viii) the going concern assumptions and any qualifications;
 - (ix) compliance with current accounting standards; and
 - (x) compliance with the Listing Rules and legal requirements in relation to financial reporting.
- (e) consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts which the Committee 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;
- (f) discuss the problems, findings and reservations arising from the interim and final audits with both the external and internal auditors. If necessary such discussions be conducted in the absence of the management;
- (g) monitor the follow-up actions taken by the management in response to the audit findings from either the external auditor or the internal auditor and any recommendations or comments raised by the regulators after their examinations;
- (h) review the external auditor's management letter, any material queries raised by the external auditor to management about accounting records, financial accounts or systems of control and management's response;
- (i) ensure the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (j) review the draft representation letter prior to approval by the Board;
- (k) review the effectiveness of the risk management and internal control systems in use by the Group and report such review in the Company's corporate governance report;
- (l) ensure that management has performed its duty to have an effective risk management and internal control systems, including the adequacy of resources, qualifications and experience of staff, training programmes and budget of the accounting, internal audit and financial reporting functions;
- (m) evaluate the internal audit coverage and review the findings, recommendations and management responses of those audit performed;

- (n) review and approve the internal audit plan, audit progress and the professional fees and scope of work of the external consultant, and ensure that the internal audit function is adequately resourced and has appropriate standing and authority within the Group and to review and monitor its effectiveness;
- (o) discuss with external auditor any recent or anticipated developments in accounting principles or reporting practices that may affect the Group;
- (p) report to the Board on matters that the Committee considers significant or beneficial for the management of the Company to discharge the duties to have an effective risk management and internal control systems, and to have adequate and qualified staff resources for financial reporting and other accounting practices. A separate report to the Board of Asia Insurance will be necessary for certain material weaknesses so as to bring to their immediate attention;
- (q) establish a whistleblowing policy and system for employees to raise concerns, in confidence, about possible improprieties in any matter related to the Group;
- (r) review any confidential and/or anonymous submission by employees of the Group on concerns regarding questionable accounting, possible inappropriateness in practical reporting, suspicious transactions, frauds or other significant or unusual items;
- (s) recommend to the Board any appropriate changes in the responsibilities and terms of reference of the Committee;
- (t) address and deal with any other matters as may be delegated by the Board to the Committee.

5. Meetings

- (a) The Committee shall meet at least three times a year and members may request a meeting if they think necessary.
- (b) At least two members of independent non-executive directors shall constitute a quorum.
- (c) At the invitation of the Committee, the following persons may attend the meeting:
 - (i) representative from the Internal Audit Department;
 - (ii) representative from the Finance Department;
 - (iii) members of the management team;
 - (iv) other members of the Board; and
 - (v) any other person, if necessary.

- (d) At least twice a year the Committee must meet with the Company's external auditor and at least once a year the meeting with external auditor should be in the absence of management.
- (e) The Company Secretary shall be the secretary of the meeting.
- (f) Minutes of the Committee meetings shall be circulated to all members of the Committee and made available upon request to other members of the Board. The Board of Asia Insurance could also request the minutes on issues that concerned with Asia Insurance or its subsidiaries.
- (g) Summary reports on the resolved issues, comments or recommendations (if any) should be sent to the Board by the Committee after each Committee meeting. A separate report should also be addressed to the Board of Asia Insurance regarding its operations and financial results.

6. Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting and prepare to response to any shareholder's questions on the Committee's activities.

7. Review

The Board shall periodically review the adequacy of these Terms of Reference and make appropriate amendments, as and when required.

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