



Heng Xin China Holdings Limited

恒芯中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 8046)

TERMS OF REFERENCE FOR AUDIT COMMITTEE

(Approved by the Board on 30 September 2002, revised on 26 March 2012, and further revised on 25 March 2014 and 31 December 2015)

1. Constitution

- 1.1 The board of directors (the “Board”) of Heng Xin China Holdings Limited (the “Company”) has resolved to establish a committee of the Board to be known as the Audit Committee.

2. Membership

- 2.1 Members of the Audit Committee shall be appointed by the Board from amongst the non-executive directors of the Company, on the recommendation of the Nomination Committee, and in consultation with the chairman of the Audit Committee. The Audit Committee shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company (“INEDs”) and at least one INED must be appropriate professional qualifications or accounting or related financial management expertise.
- 2.2 A former partner of the Company’s existing auditing firm is prohibited from acting as a member of the Audit Committee for a period of 1 year commencing on the date of his ceasing:—
- (a) to be a partner of the auditing firm; or
 - (b) to have any financial interest in the auditing firm,

whichever is the later.

2.3 The chairman of the Audit Committee shall be appointed by the Board and should be an INED.

2.4 The Board may, from time to time, at their discretion, amend the terms of reference or adopt new terms of reference or change the composition of the Audit Committee.

3. Secretary

3.1 The Company Secretary of the Company or their nominee shall act as the secretary of the Audit Committee.

4. Quorum

4.1 The quorum necessary for the transaction of business shall be any two members. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Audit Committee.

5. Attendance at meetings

5.1 The Chief Financial Officer (“CFO”), the head of the Finance Department and/or the financial controller of the Company shall normally attend meetings. However, at least once a year the Audit Committee shall meet with the external and internal auditors without executive directors of the Company present.

5.2 Meeting could be held in person, by telephone or by video conference. Members of the Audit Committee may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

5.3 Without prejudice to any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”), a resolution in writing signed by all the members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.

6. Frequency of meetings

6.1 Meetings shall be held not less than 4 times a year. The external auditor may request a meeting if they consider that one is necessary.

7. Notice of meetings

7.1 Meetings of the Audit Committee shall be convened upon request by any of its members or by the Company Secretary of the Company.

- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Audit Committee and any other person required to attend at least 3 days prior to the date of the meeting.
- 7.3 The chairman, in consultation with the CFO and the secretary of the Audit Committee, should be primarily responsible for drawing up and approving the agenda of each Audit Committee meeting.

8. Authority

- 8.1 The Audit Committee is authorized by the Board to investigate any activity within its 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 Audit Committee.
- 8.2 The Audit Committee is authorized by the Board, at the expenses of the Company, 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.
- 8.3 Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditor, the Audit Committee shall prepare a statement, for inclusion in the Company's Corporate Governance Report, explaining its recommendations. The Board shall include in the same report the reason(s) why the Board takes a different view.
- 8.4 The Audit Committee is to be provided with sufficient resources to discharge its duties.

9. Duties

- 9.1 The duties of the Audit Committee shall be:

Relationship with the Company's auditor

- (a) 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 the 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 standards. The Audit 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 Audit 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 the Company’s financial information

- (d) to monitor integrity of the Company’s financial statements and the annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports 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 audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with GEM Listing Rules and legal requirements in relation to financial reporting;

- (e) in regard to (d) above:—

- (i) members of the Audit Committee must liaise with the Board and senior management and the Audit Committee must meet with the Company’s auditor at least twice a year; and
- (ii) the Audit 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 auditor;

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

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

- (g) to discuss with the management the risk management and internal control systems and ensure that management has discharged its duty to have effective systems. This discussion should include the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting function, and their training programmes and budget;
- (h) to consider findings of major investigations of risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (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 financial and accounting policies and practices of the Company and its subsidiaries;
- (k) to review the external auditor's management letter, any material queries raised by the auditor to the 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;
- (m) to report to the Board on the matters set out in the relevant code provisions set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules;
- (n) to consider other topics, as defined by the Board;
- (o) to 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 Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and
- (p) to act as the key representative body for overseeing the Company's relations with the external auditor.

10. Procedures

- 10.1 The chairman, with the assistance of the CFO or the financial controller of the Company, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at an Audit Committee meeting and be briefed of the issues arising at each Audit Committee meeting.
- 10.2 The secretary shall record minutes of all duly constituted meetings of the Audit Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member or the external auditor including dissenting views expressed.
- 10.3 The secretary of the Audit Committee shall circulate the draft and final versions of the minutes of the meetings to all members for comments and records within a reasonable time after each meeting.
- 10.4 The chairman shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.

11. Annual General Meetings

- 11.1 The chairman of the Audit Committee shall endeavor to attend the Annual General Meetings of the Company and be prepared to respond to any shareholders' questions on the Audit Committee's activities and its responsibilities.
- 11.2 If the chairman of the Audit Committee is unable to attend an Annual General Meeting of the Company, he shall arrange for another member of the Audit Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any shareholders' questions on the Audit Committee's activities and its responsibilities.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

** For identification purposes only*