

SAM WOO CONSTRUCTION GROUP LIMITED

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code : 3822)

AUDIT COMMITTEE TERMS OF REFERENCE

Constitution

1. The Audit Committee (the “Committee”) was established by the board of directors (the “Board”) of Sam Woo Construction Group Limited (the “Company”) on 15 September 2014.

Membership

2. Members of the Committee shall be appointed by the Board only amongst the non-executive directors of the Company and shall consist of not less than three members, the majority of which shall be independent non-executive directors. At least one of the members shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10 (2) of the Rules (the “Listing Rules”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited. If a member shall cease to assume the responsibilities of a director of the Company, that member shall automatically lose the qualifications as a Committee and if this results in the number of Committee to fall below the minimum, the Board shall appoint a new member to complement the number of members in the Committee.
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 date of his ceasing:
 - (a) to be a partner of the firm; or
 - (b) to have any financial interest in the firm, whichever is the later.

4. The Chairman of the Committee shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required by the Listing Rules.

Frequency and proceedings of meetings

5. The Committee shall meet with the Company's auditor at least twice a year.
6. The quorum of a meeting shall be two Committee members.
7. The Company Secretary or his nominee shall act as the Committee's Secretary.

Duties, powers and functions

8. The Committee shall:

Relationship with the Company's auditors

- (a) make recommendations to the Board on the appointment, reappointment and/or removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and to consider any questions of resignation or dismissal of that auditor;
- (b) review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the external auditor before the audit commences, the nature and scope of the audit;
- (c) develop and implement policy on the engagement of an external auditor to supply non-audit services, and to report to the Board, identifying and making recommendations on any matters requiring action or improvement; 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 where action or improvement is needed;

Review of financial information of the Company

(d) monitor the integrity of financial statements, annual report and accounts, and interim reports, and to review significant financial reporting judgments contained in them. In reviewing these reports and 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 Listing Rules and legal requirements in relation to financial reporting;

(e) In regard to (d) above:

- (i). liaising with the Board, financial controller and the person appointed as the Company's external auditor and meeting, at least twice a year, with the Company's auditors; and
- (ii). considering any significant or unusual items that are, or may need to be, reflected in such financial statements, reports and accounts and giving 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 external auditors;

Oversight of the Company's risk management, financial reporting system and internal control procedures

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

- (g) discuss the internal control system with the senior management and to ensure that the senior management has performed its duties in establishing and maintaining an effective internal control system, including adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (h) consider the findings of major investigations on internal control matters as delegated by the Board or on its own initiative and the senior management's response to those findings;
- (i) where an internal audit function exists, ensuring co-ordination between the internal and external auditors and further ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, reviewing and monitoring its effectiveness, monitoring the planning of internal audit processes and overseeing the result of the work of the internal audit function;
- (j) review the financial and accounting policies and practices of the Company;
- (k) review the external auditor's management letter, any material queries raised by the auditor to the senior management about accounting records, financial accounts or systems of control and the senior management's response;
- (l) ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (m) report to the Board on the matters set out in these terms of references;
- (n) establish a whistle-blowing policy and system for employees and those who deal with the Company to raise concerns, in confidence, about possible improprieties in any matters related to the Company, and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (o) act as the key representative body for overseeing the Company's relation with its external auditor; and
- (p) consider other topics, as defined by the Board.

9. The Committee shall be provided with sufficient resources to enable it to perform its duties.

Reporting Procedures

10. The Committee shall report its decisions or recommendations to the Board.

Review of Terms

11. The Audit Committee shall review these terms of references regularly, and may consider and submit to the Board any proposed changes that the Audit Committee deems appropriate or advisable.

October 2014