

SHOUGANG CENTURY HOLDINGS LIMITED
BOARD COMMITTEE
AUDIT COMMITTEE - TERMS OF REFERENCE

Established on 30th December 1998 pursuant to the Code of Best Practice effective in 1999.

1. Functions

The Audit Committee (the “Audit Committee”) is appointed by the board (the “Board”) of directors (the “Directors”) of Shougang Century Holdings Limited (the “Company” / “Shougang Century”) to review financial reporting, risk management and internal control principles of the Company and its subsidiaries (the “Group”). It also maintains an appropriate relationship with the Company’s auditors.

2. Membership

- 2.1 The Audit Committee shall be appointed by the Board and must consist of a minimum of three members of the Audit Committee (the “Members”).
- 2.2 Membership shall be confined to non-executive Directors, the majority of which must be independent non-executive Directors (“INEDs”) and at least one INED with appropriate professional qualifications or accounting or related financial management expertise.
- 2.3 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED.
- 2.4 In the event that the Audit Committee comprises also non-executive Director(s), a non-executive Director, who is a former partner of the Company’s existing auditing firm, shall be prohibited from acting as a Member for a period of two years from the later of (a) the date of his / her ceasing to be a partner of the firm; or (b) the date of his / her ceasing to have any financial interest in the firm.

3. Secretary

- 3.1 The Company Secretary shall be the secretary of the Audit Committee.

- 3.2. The Company Secretary, or in his / her absence, the Audit Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Audit Committee and must ensure that full minutes are kept of all meetings.

4. Meetings and Quorum

- 4.1 The Audit Committee shall meet at least twice a year. The Company's external auditors may request that a meeting be held if they consider it necessary.
- 4.2 The meeting and proceedings of the Audit Committee are governed by the provisions contained in the Company's Articles of Association for regulating the meetings and proceedings of Directors. However, notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Audit Committee shall be any two Members, one of whom must be an INED until the Board has otherwise determined.
- 4.4 Meetings could be held in person, by telephone, by video conference or through other electronic means of communication. Members may participate in a meeting by means of said conference or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Audit Committee shall be passed by a majority of votes.
- 4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.

4.7 Full minutes shall be kept by the secretary of the Audit Committee. Draft and final versions of minutes shall be circulated to all Members for their comments and records within a reasonable period of time after the meeting. Such minutes shall be presented to the Board for records.

5. Attendance at Meetings

5.1 At least once a year, representatives of the Company's external auditors will meet the Audit Committee without any executive Directors being present, except by invitation of the Audit Committee.

5.2 At the invitation of the Audit Committee, the following persons may attend the meeting:

- (i) Head of Internal Audit or in his / her absence, a representative from Internal Audit, or a representative from a professional firm performing internal audit function;
- (ii) Group Finance Director [or Chief Financial Officer] (or person occupying the same position);
- (iii) other members of the Board; and
- (iv) any management of the Company and / or its subsidiaries.

5.3 Only Members are entitled to vote at the meetings.

6. Annual General Meeting

The Chairman of the Audit Committee or in his / her absence, another Member (who must be an INED), shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Audit Committee's activities and responsibilities.

7. Responsibilities, Powers and Discretion

The responsibilities of the Audit Committee are to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting, risk management and internal control systems. The Audit Committee shall have the following responsibilities, powers and discretion:-

Relationship with the Company's External Auditors

- 7.1 to be primarily responsible for making 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 its resignation or dismissal;
- 7.2 to review and monitor the external auditor's independence and objectivity;
- 7.3 to review and monitor the effectiveness of the audit process in accordance with applicable standards and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- 7.4 to develop and implement policy on engaging an external auditor to supply non-audit services. 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;
- 7.5 to report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

7.6 to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review any significant financial reporting judgements contained in them. In reviewing these reports (if applicable) before submission to the Board, the Audit Committee shall focus particularly on:

- (a) any changes in accounting policies and practices;
- (b) major judgmental areas;
- (c) significant adjustments resulting from audit;
- (d) the going concern assumptions and any qualifications;
- (e) compliance with accounting standards; and
- (f) compliance with the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and legal requirements in relation to financial reporting;

7.7 Regarding 7.6 above:-

- (a) Members should liaise with the Board and senior management (if any);
- (b) the Audit Committee must meet, at least twice a year, with the Company's external auditors; and
- (c) the Audit Committee shall consider any significant or unusual items that are, or may need to be, reflected in the report and account, it 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 (if any) (or person occupying the same position), or external auditors;

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

- 7.8 to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- 7.9 to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- 7.10 to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- 7.11 to ensure co-ordination between the internal auditors (if any) or the professional firm performing internal audit function 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 its effectiveness;
- 7.12 to review and assess the annual internal audit plan of the Company;
- 7.13 to provide comments and recommendations on the enhancement of the risk management and internal control systems of the Group;
- 7.14 to meet with the internal auditors (if any) or the representative of the professional firm performing internal audit function, if required, to ensure that there are no unresolved issues or concerns relating to risk management and internal control function;
- 7.15 to seek assurance from internal auditors or the professional firm performing internal audit function that internal control processes for risk management are in place for the strategy determined by the Board;

- 7.16 to review the content of the confirmation made by the management in relation to the effectiveness of the Group's risk management and internal control systems prior to submission to the Board;
- 7.17 to review the Group's financial and accounting policies and practices;
- 7.18 to 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 the management's response;
- 7.19 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- 7.20 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;
- 7.21 to act as the key representative body for overseeing the Company's relations with the external auditor;
- 7.22 to report on all of the above matters in the code provisions of the Corporate Governance Code of the Listing Rules (the "Code") to the Board; and
- 7.23 to consider any other matters specifically referred to the Audit Committee by the Board.

8. Corporate Governance Issues

- 8.1 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board, and implement the corporate governance policies laid down by the Board;
- 8.2 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; and

8.3 to review the Company's compliance with the Code and other related rules.

9. Reporting Responsibilities

The Audit Committee shall report to the Board after each meeting by way of circulation of the minutes of meeting of the Audit Committee and disclose and publish in the annual report or other report as required subject to the Listing Rules amended from time to time.

10. Authority

10.1 The Audit Committee is authorised by the Board to inspect all accounts, books, records and operational information of the Group.

10.2 The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the operational and financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of discharging its duties.

10.3 The Audit Committee may request relevant parties to render assistance in pursuance of its duties.

10.4 The Audit Committee shall be provided with sufficient resources to perform its duties, where necessary.

10.5 A Director as a Member may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his / her duties as a Member to the Company.

Note: Arrangement to seek independent professional advice could be made through the Company Secretary.

11. Terms of Reference

11.1 The terms of reference will be reviewed on annual basis and as required.

11.2 The terms of reference explaining Audit Committee’s role and the authority delegated to it by the Board is posted on the websites of the Company and the Stock Exchange. A copy of the terms of reference is made available to any person without charge upon request.

Note: “senior management” should refer to the same persons referred to in the Company’s annual report (if any) and required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.

“management” should refer to the heads of business units / departments of the Company and / or its subsidiaries.

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