SPARKLE ROLL GROUP LIMITED

耀萊集團有限公司*

Terms of reference of
the Audit Committee of the Board of Directors
董事會審核委員會職權範圍

(revised and effective from 21 November 2011)

(經修訂及由2011年11月21日起生效)

* *僅供識別*

SPARKLE ROLL GROUP LIMITED
耀萊集團有限公司*
(the "Company" and "本公司")

Terms of reference of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company
本公司董事會(「董事會」)審核委員會(「委員會」)職權範圍

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 24 March 2005.

1. 組成

1.1 委員會乃按董事會在2005年3日24日舉行之會議上通過之決議案成立。

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive directors of the Company (including independent non-executive directors of the Company) and shall consist of not less than three members, a majority of whom should be independent. 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 Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

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 at least one (1) year commencing on 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.

2. 成員

2.1 委員會成員由董事會從本公司非執行董事(包括獨立非執行董事)中委任,委員會人數須不少於三名,而大部份成員須為獨立非執行董事。其中至少一名成員須具備香港聯合交易所有限公司證券上市規則(「上市規則」)第3.10(2)條規定之合適專業資格或會計或相關財務管理專業知識。

現時負責審計本公司賬目的核數公司的前任合夥人在以下日期(以較後者為准)起計至少一(1)年內,不得擔任委員會成員:

(a) 彼終止擔任該公司合夥人的日期;或

(b) 彼不再享有該公司財務利益的日期。

* *僅供識別*

2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and shall be an independent non-executive director.

2.2 委員會主席由董事會委任或經委員會成員推選，且必須為獨立非執行董事。

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

2.3 本公司之公司秘書為委員會之秘書。於委員會會議上，如委員會秘書缺席，與會委員會成員可在彼等當中選出一人擔任該會議之秘書，或委任他人擔任該會議之秘書。

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

2.4 經董事會及委員會分別通過決議案，方可撤銷委員會成員之任命或委任額外委員會成員。

3. Proceedings of the Committee

3. 委員會之會議程序

3.1 ***Notice:***

3.1 ***通知：***

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend.

(a) 除非委員會全體成員同意，否則召開委員會會議須發出最少七天通知。該通知應發送予各委員會成員及任何其他獲邀出席之人士。

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(b) 委員會成員或委員會秘書（應委員會成員要求時）可於任何時候召集委員會會議。會議通告必須親身以口頭或以書面形式或以電話、電子郵件、傳真發送至各委員會成員不時通知秘書的電話號碼或傳真號碼或地址或電郵地址或以各委員會成員可能不時決定的其他方式向各委員會成員發出。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) 以口頭通知方式召開的會議，應在切實可行情況下盡快（及於會議召開前）以書面方式確實。

(d) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members seven days (and in any event not less than 3 days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree)

(d) 會議通告必須說明會議舉行目的、時間和地點。議程連同就該會議而言可能須經委員會成員考慮之其他文件一般在預定舉行委員會會議日期前七天（無論如何不少於3天）（或所有委員會成員可能同意之其他期間）送達各委員會成員。

3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee.

3.2 法定人數：委員會會議之法定人數為兩位委員會成員。

3.3 Attendance: The Company's staff having accounting and financial reporting functions, the Head of Internal Audit (or any officer(s) assuming the relevant functions but having a different designation) and representative(s) of the external auditors shall normally attend meetings of the Committee. 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 the presence of members of the Executive Board and the management of the Company.

3.3 出席：本公司擁有會計及財務彙報職能之職員、內部審核主管（或任何肩負相關職能但職稱有別之任何高級職員）及外聘核數師之代表一般會出席委員會會議。其他董事會成員亦有權出席。然而，委員會應至少每年一次在本公司執行董事會及管理層避席之情況下，會見外聘核數師。

3.4 Frequency: Meetings shall be held at least twice annually or more frequently if circumstances require. The external auditors may request the Chairman of the Committee to convene a meeting, if they consider that one is necessary.

3.4 次數：委員會每年最少舉行兩次會議，或於有需要之情況下更頻密地舉行會議。如外聘核數師認為有必要，可要求委員會主席召開會議。

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

6. Authority of the Audit Committee

6.1 The Committee may exercise the following powers:

(a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as "Group") and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(b) to monitor whether the Group's management has, in the performance of their duties, infringed any policies set by the Board or any applicable law, regulation and code (including the Listing Rules and other rules and regulations from time to time determined by the Board or a committee thereof);

(c) to investigate any activity within these terms of reference and all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;

(d) to review the Group's internal control procedures and system;

4. 書面決議案

4.1 委員會成員可以書面方式通過任何書面決議案。

5. 委員會成員之替任代表

5.1 委員會成員不能委任任何替任代表。

6. 審核委員會之權限

6.1 委員會可以行使以下權力：

(a) 要求本公司及其任何附屬公司（下文統稱為「本集團」）任何僱員及專業顧問（包括核數師）提供所需的任何資料，並要求彼等任何人士編製及提交報告、出席委員會會議以及提供資料及解答委員會提問；

(b) 監察本集團管理層在履行職務時有否違反董事會訂下的政策或任何適用的法律、法規及守則（包括上市規則及董事會或其委員會不時決定的其他規則及規例）；

(c) 調查本職權範圍中的任何活動及所有涉及本集團的懷疑欺詐行為，並要求管理層作出調查及提交報告；

(d) 檢討本集團內部監控程序及制度；

(e) to review the performance of the Group's employees in the accounting and internal audit department;

(e) 檢討本集團的會計及內部審核部門僱員的表現；

(f) to make recommendations to the Board for the improvement of the Group's internal control procedures and system;

(f) 就改善本集團內部監控程序及制度向董事會提供建議；

(g) to request the Board to convene a shareholders' meeting (if necessary) for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;

(g) 在有證據顯示任何董事及／或僱員未有妥善履行職責時，要求董事會召開股東大會（如有需要）罷免有關董事及解僱有關僱員；

(h) to request the Board to take all necessary actions, including convening an extraordinary general meeting, to replace and dismiss the auditors of the Group;

(h) 要求董事會採取一切必要行動，包括召開股東特別大會，撤換及罷免本集團的核數師；

(i) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary;

(i) 就本職權範圍內任何事項尋求外部法律或其他獨立專業意見，並於委員會認為有需要時，邀請具備相關經驗及專業知識之外界人士出席委員會會議。有關費用由本公司承擔；

(j) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

(j) 為使委員會能恰當地履行其於下文第七節下之職責而行使其可能認為必要及合宜之權力。

6.2 The Committee should be provided with sufficient resources to discharge its duties.

6.2 委員會應獲提供充足資源以履行其職責。

7. Duties

7.1 The duties of the Committee shall be:

Relationship with the Company's auditors:

(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 other terms of engagement of the external auditor, and any questions of resignation or dismissal of the external 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 audit committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

(c) to discuss with the auditors the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is engaged before the audit commences;

7. 職責

7.1 委員會之職責如下：

與本公司核數師的關係：

(a) 主要負責就聘任、續聘及罷免外聘核數師向董事會提供建議，批准外聘核數師的酬金及其他聘用條款，以及處理任何有關外聘核數師辭任或解僱外聘核數師的問題；

(b) 按適用標準檢討及監察外聘核數師是否獨立客觀以及審核程序是否有效。審核委員會應於審核工作開始前先與核數師討論審核工作的性質及範疇以及有關申報責任；

(c) 於審核工作開始前先與核數師討論審核工作之性質及範圍以及有關申報責任；如多於一家核數公司受聘參予審核工作，則同時確保各核數公司間之協調；

(d) 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;

(d) 就外聘核數師提供非審核服務制定政策，並予以執行。就此而言，外聘核數師包括與負責審核的公司處於同一控制權、所有權或管理權之下的任何機構，或屬知悉所有有關資料的合理知情第三方，並在合理情況下可斷定屬於負責審核的公司的本土或國際業務一部份的任何機構。委員會應向董事會彙報，識別其認為必須採取之行動或改善之處，並就應採取之步驟作出建議；

Review of financial information of the Company:

審閱本公司的財務資料：

(e) to monitor the 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 judgments contained in them;

(e) 監察本公司財務報表及本公司年報及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱該等文件所載有關財務申報之重大判斷；

(f) to review the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly report before submission to the Board, focusing particularly on:

(f) 在向董事會提交前審閱本公司年報及賬目、半年度報告及（若擬刊發）季度報告，尤其針對下列事項：

(i) any changes in accounting policies and practices;

(i) 會計政策及實務的任何更改；

(ii) major judgmental areas;

(ii) 涉及重要判斷性的範疇；

(iii) significant adjustments resulting from the audit;

(iii) 因審核而出現的重大調整；

(iv) the going concern assumption and any qualifications;

(iv) 持續經營假設及任何保留意見；

(v) compliance with accounting standards;

(v) 有否遵守會計準則；

(vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting;

(vi) 有否遵守有關財務申報的上市規則及其他法律規定；

(vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group and whether such connected transactions, if any, have been carried out in accordance with the terms of the agreement governing such transactions;

(vii) 關連交易是否屬公平合理及對本集團盈利能力的影響及該等關連交易（如有）有否按照有關協議執行；

(viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;

(viii) 所有有關項目在本集團財務報表內的披露是否足夠，以及有關披露是否公平反映本集團的財務狀況；

(ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and

(ix) 該等報告及賬目中所反映或可能需反映的任何重大或不尋常項目；及

(x) the cashflow position of the Group;

(x) 本集團現金流量狀況；

and to provide advice and comments thereon to the Board;

並就此向董事會提供建議及意見；

(g) in regard to (f) above:

(i) members of the Committee must liaise with the Board and senior management of the Group and the Committee must meet, at least once a year, with the Company's auditors; and

(ii) 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 staff responsible for the accounting and financial reporting function, compliance officer or auditors;

(h) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);

Oversight of the Company's financial reporting system and internal control procedures:

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

(g) 就上述(f)項而言：

(i) 委員會成員須與董事會及本集團高級管理層聯絡，而委員會須至少每年與本公司核數師舉行一次會議；及

(ii) 委員會應考慮於該等報告及賬目中所反映或可能需反映的任何重大或不尋常項目，並須仔細考慮任何由本公司負責會計及財務彙報職能的職員、監察主任或核數師提出的事項；

(h) 討論中期及年度審核時出現的問題及作出的保留以及核數師可能有意討論的任何其他事項（如有必要，管理層可能需要避席）；

監督本公司財務申報制度及內部監控程序：

(i) 檢討本公司的財務監控、內部監控及風險管理制度；

(j) 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 including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;

(j) 與管理層討論內部監控制度，確保管理層已履行職責建立有效的內部監控制度，包括本公司會計及財務彙報職能的資源、員工資歷及經驗以及員工所接受的培訓課程及有關預算是否足夠；

(k) 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;

(k) 應董事會的委派或自行主動考慮對內部監控事宜進行重要調查的任何結果及管理層的回應；

(l) 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;

(l) 如設有內部審核職能，確保內部和外聘核數師之間有所協調，並確保內部審核職能獲得足夠資源及在本公司內有適當地位，以及檢討及監察內部審核職能是否有效；

(m) to review the Group's financial and accounting policies and practices;

(m) 檢討本集團的財務及會計政策及實務；

(n) 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;

(n) 審閱外聘核數師給予管理層的管理建議書、核數師就會計紀錄、財務賬目或監控制度向管理層提出的任何重大疑問及管理層作出的回應；

(o) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

(o) 確保董事會適時回應於外聘核數師之管理建議書中提出的事宜;

(p) to conduct exit interviews with any director, manager, financial controller or internal credit control manager upon their resignation in order to ascertain the reasons for his departure;

(p) 於任何董事、經理、財務總監或內部信貸監控經理辭任時與彼等進行離職訪談,以確定其離職原因;

(q) to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;

(q) 編製工作報告提呈予董事會,以及編製工作報告概要以供載入本集團的中期報告及年報;

(r) to consider the appointment of any person to be a Committee member, auditors and accounting staff either to fill a casual vacancy or as an additional Committee member, auditors and accounting staff or dismissal of any of them;

(r) 考慮委任任何人士為委員會成員、核數師及會計職員,以填補臨時空缺,或作為新增委員會成員、核數師及會計職員,以及解僱彼等任何人士;

(s) to report to the Board on the matters set out above; and

(s) 就上述事宜向董事會彙報;及

(t) to consider other matters, as defined or assigned by the Board from time to time.

(t) 考慮董事會不時指明或指派的其他事項。

8. Veto rights of the Committee

8.1 The Committee has the following veto rights. The Group cannot implement any of the following matters which has been vetoed by the Committee:

(a) to approve any connected transaction within the meaning of the Listing Rules which requires an independent shareholders' vote (unless the approval of such connected transaction is made conditional on the obtaining of the approval of the independent non-executive directors and the independent shareholders); and

(b) to employ or dismiss the Group's financial controller or the internal audit manager.

9. Minutes and records

9.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of the Listing Rules apply.

8. 委員會之否決權

8.1 委員會就下列事項有否決權。如遭委員會否決，本集團不能執行以下事項：

(a) 批准任何須經獨立股東表決的關連交易（定義見上市規則），除非有關關連交易之批准須待取得獨立非執行董事及獨立股東之批准後方可作實，則不在此限；及

(b) 聘用或解僱本集團的財務總監或內部審核經理。

9. 會議紀錄及存檔

9.1 秘書應在每次會議開始時確定及記錄是否存在任何利益衝突，並記錄在會議紀錄中。有關委員會成員將不計入法定人數，而除非屬上市規則附錄三附註1之適用例外情況，否則有關成員須就其本人或其任何聯繫人於當中擁有重大利益之任何委員會決議案放棄投票。

9.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

9.2 完整會議紀錄應由獲正式委任之會議秘書(通常為公司秘書)保存。委員會會議紀錄初稿及最後定稿應在會議後一段合理時間內(一般指會議結束後14天內)內發送予全體委員會成員,分別供各成員表達意見及作為記錄。會議紀錄一經簽署,秘書應向董事會全體成員傳閱委員會的會議紀錄和報告。

9.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9.3 委員會秘書應保存本公司各財政年度內舉行之所有委員會會議之紀錄,以及具名記錄每名委員會成員於有關財政年度內舉行之會議之出席率。

10. Annual general meeting

10. 股東週年大會

10.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

10.1 委員會主席,或(如主席缺席)委員會另一成員(或如該名成員未能出席,則獲其正式委任之代表)應出席本公司股東週年大會,並預備就委員會之活動及其職責在股東週年大會上解答提問。

11. Continuing application of the bye-laws of the Company

11. 本公司之公司細則之持續適用

11.1 The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

11.1 倘在可予適用之範圍內及未以此職權範圍內之條文所取代,則本公司之公司細則中監管董事會議及會議程序之條文亦適用於委員會之會議及會議程序。

12. Powers of the Board

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

12. 董事會權力

12.1 在符合本公司之組織章程細則及上市規則之前提下(包括上市規則附錄十四所載之《企業管治常規守則》或本公司自行制定之企業管治常規守則(倘本公司有採納)),董事會可修訂、補充及廢除本職權範圍及經委員會通過之任何決議案,惟修訂及廢除本職權範圍及經委員會通過之決議案,不得導致在有關職權範圍或決議案未有修訂或廢除時應為有效之任何過往作為及決議案變為無效。

13. Others

13.1 The terms of reference of the Committee may be posted on the website of the Company, and shall be made available on request.

13.2 The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.

13. 其他

13.1 委員會職權範圍可登載在本公司的網站,並應要求提供。

13.2 若此職權範圍的中文與英文版不一致,一切以英文版為準。