

STARLITE HOLDINGS LIMITED
AUDIT COMMITTEE
TERMS OF REFERENCE

1. Membership

- (a) The Audit Committee shall be appointed by the Board of Directors (the “Board”) of Starlite Holdings Limited (the “Company”) and must consist of a minimum of three members (the “Members”).
- (b) 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.
- (c) The Chairman of the Audit Committee shall be appointed by the Board and must be an INED. The Chairman shall be subject to retirement from chairmanship at least once every two years. The retiring Chairman shall be eligible for re-election.
- (d) In the event that the Audit Committee comprises a non-executive Director who is a former partner of the Company’s existing auditing firm, such non-executive Director shall be prohibited from acting as a Member of the Audit Committee for a period of one year from the date of his ceasing :
 - (i) to be a partner of the firm; or
 - (ii) to have any financial interest in the firm,

whichever is later.

2. Secretary

- (a) The Company Secretary shall be the secretary of the Audit Committee or the Audit Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Audit Committee.

- (b) The secretary of the Audit Committee shall keep full minutes of the meetings. Draft and final version of the minutes of the meetings should be circulated to all Committee Members for their comment and records within a reasonable time after the meeting.

3. Meetings and proceedings

- (a) The Audit Committee shall meet at least twice each year. The Company's external auditor may request that a meeting be held if they consider it necessary.
- (b) 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. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- (c) The quorum of the Audit Committee shall be any two Members.
- (d) Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- (e) Resolutions of the Audit Committee at any meetings shall be passed by a majority of votes of the Members present.
- (f) 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.

4. Attendance at Meetings

- (a) At least twice a year, representatives of the Company's external auditor will meet the Audit Committee without any Executive Directors being present, except by invitation of the Audit Committee, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the auditor may wish to raise.

- (b) 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;
 - (ii) Group Finance Director or head of Accounts Department (or person occupying the same position); and
 - (iii) other members of the Board or other persons.

- (c) Only Members of the Audit Committee are entitled to vote at the meetings.

5. Responsibility, Powers and Discretion

The responsibility of the Audit Committee is 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 system and maintain an appropriate relationship with the Company's external auditors. The Audit Committee shall have the following responsibilities, powers and discretion:

Relationship with the Company's External Auditor

- (a) 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;

- (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 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;

- (d) 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

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

- (f) regarding (e) above:-

- (i) Members of the Audit Committee should liaise with the Board and senior management;
- (ii) the Audit Committee must meet, at least twice a year, with the Company's external auditor; and
- (iii) the Audit Committee shall consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, 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 (or person occupying the same position), or external auditor;

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

- (g) to review the Company's financial controls, risk management and internal control systems;
- (h) 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;
- (i) 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;
- (j) 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 its effectiveness;
- (k) to review the Group's financial and accounting policies and practices;
- (l) 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 management's response;
- (m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (n) 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;
- (o) to act as the key representative body for overseeing the Company's relations with the external auditor;

- (p) to report to the Board on the matters in the terms of reference; and
- (q) to consider any other matters specifically referred to the Audit Committee by the Board.

6. Authority

- (a) The Audit Committee is authorised by the Board to inspect all accounts, books and records of the Company.
- (b) The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of performing its duties.
- (c) A Director as a Member of the Audit Committee may seek independent professional advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member of the Audit Committee to the Company.

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

- (d) The Audit Committee shall be provided with sufficient resources to perform its duties.

7. Reporting Responsibilities

The Audit Committee shall report to the Board after each meeting.

8. Annual General Meeting

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

9. Publication of the Terms of Reference

These terms of reference are posted on the website of the Company and the website of Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

Updated January 2016
Adopted on 24th March 2016