



METROPOLIS CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8621)

AUDIT COMMITTEE – TERMS OF REFERENCE

(Adopted by the Company pursuant to the written resolutions of the board of directors of the Company passed on 23 November 2018)

The board of directors (the “**Board**”) of Metropolis Capital Holdings Limited (the “**Company**”) which together with its subsidiaries, the “**Group**”) has established a committee of the Board known as the audit committee (the “**Audit Committee**”) with its constitution and particular duties set out below:–

1. Membership

- 1.1 The Audit Committee shall be appointed by the Board and should comprise a minimum of three members (the “**Member(s)**”).
- 1.2 The Members shall be appointed from amongst the non-executive directors of the Company. The majority of Members should be independent non-executive directors of the Company, at least one of whom is an independent non-executive director with professional qualifications or accounting or related financial management expertise.
- 1.3 The Board shall appoint the chairman of the Audit Committee. The chairman must be an independent non-executive director.
- 1.4 A former partner of the Company’s existing auditing firm shall not act as a Member of the Audit Committee until two years after the commencement of the later of the date of the person ceasing (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is the later.
- 1.5 The term of each appointment of the Members shall be determined by the Board upon appointment.

2. Secretary

- 2.1 The company secretary of the Company shall be the secretary of the Audit Committee.
- 2.2 The Audit Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Audit Committee.

3. Meetings

- 3.1 Meetings of the Audit Committee shall be held not less than two times a year. The external auditors may make the request to the chairman of the Audit Committee to convene a meeting of the Audit Committee if they consider that one is necessary or desirable.
- 3.2 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each Member of the Audit Committee, and to any other person required to attend in relation to all regular meetings of the Audit Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of a Member at the meeting would deem to be treated as waiver of the required notification requirement.
- 3.3 The quorum of Audit Committee meetings shall be two Members, one of them should be an independent non-executive director.
- 3.4 The Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5 Resolutions of the Audit Committee shall be passed with a simple majority of votes.
- 3.6 Resolutions signed by all Members of the Audit Committee will be treated valid as if it is passed in the meeting held by the Audit Committee.
- 3.7 Minutes of the Audit Committee meetings shall be kept by the secretary of the Audit Committee and shall be available for inspection by any Member of the Audit Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Audit Committee shall circulate the minutes and reports of the Audit Committee to all members of the Board.

4. Attendance of meetings

- 4.1 The Audit Committee shall attend meetings at least once a year with the external auditors without executive Board members present (except those invited by the Audit Committee).
- 4.2 Upon invitation by the Audit Committee, the following persons may attend all or any of the meetings: (a) the head of internal audit or (if absent) the representative of internal audit; (b) the financial controller; (c) other Board members.
- 4.3 Only the Members shall have the voting powers.

5. Annual general meetings

The chairman of the Audit Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Audit Committee's activities. If the chairman of the Audit Committee is unable to attend, a Member of the Audit Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Audit Committee's activities.

6. Duties and responsibilities

The duties of the Audit Committee shall include, but not limited to, the following:

Relationship with the Company's auditor

- 6.1 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;
- 6.2 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- 6.3 to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- 6.4 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;
- 6.5 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

- 6.6 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 judgements contained therein. In reviewing these reports before submission to the Board, focusing particularly on:
 - (a) any changes in accounting policies and practices;
 - (b) major judgemental areas;
 - (c) significant adjustments resulting from the audit;
 - (d) going concern assumptions and any qualifications;
 - (e) compliance with accounting standards; and

- (f) compliance with the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and legal requirements in relation to financial reporting;

6.7 in regard to the duties under paragraph 6.6 above,

- (a) the Members should liaise with the Board and senior management of the Company and the Audit Committee must meet, at least twice a year, with the external auditor of the Company; and
- (b) the Audit Committee shall consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and 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 auditors;

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

6.8 to review the Company’s financial controls, risk management and internal control systems;

6.9 to discuss risk management and internal control system with management and to ensure that management has performed its duty to have effective systems. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial functions;

6.10 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;

6.11 where an internal audit function exists, to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

6.12 to review the Group’s financial and accounting policies and practices;

6.13 to review the external auditor’s management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management’s response;

6.14 to ensure that the Board will provide a timely response to the issues raised in the external auditor’s management letter;

6.15 to report to the Board on the matters set out in the Corporate Governance Code and Corporate Governance Report (the “**Code**”) in Appendix 15 of the GEM Listing Rules;

6.16 to consider other matters, as required by the Board, to be performed by the Audit Committee;

Others

- 6.17 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 and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- 6.18 to act as the key representative body for overseeing the Company's relations with the external auditor;
- 6.19 where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and also the reason(s) why the Board has taken different view;
- 6.20 to develop and review the Company's policies and practice on corporate governance and make recommendations to the Board;
- 6.21 to perform the Company's corporate governance functions;
- 6.22 to review and monitor the training and continuous professional development of directors and senior management of the Company;
- 6.23 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- 6.24 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company; and
- 6.25 to review the Company's compliance with the Code and disclosure in the Corporate Governance Report of the Company.

7. Reporting responsibilities

- 7.1 After each meeting, the Audit Committee shall report formally to the Board on all matters within its duties and responsibilities within a reasonable time after the meeting.
- 7.2 The Audit Committee should make available these terms of reference by including them on the Stock Exchange's website and the Company's website.

8. Authority

- 8.1 The Audit Committee is authorised by the Board to inspect all accounts, reports and records of the Company.
- 8.2 In order to fulfill its duties, the Audit Committee is eligible to request the management of the Company to provide any figures related to the financial status of the Company, its subsidiaries and associates.

8.3 The Audit Committee is authorised by the Board when necessary to seek any financial information it requires from any employee of the Group, to require any of them to prepare and supply financial information and answer questions raised by the Audit Committee.

8.4 The Audit Committee is authorised by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary

8.5 The Audit Committee shall have access to sufficient resources in order to perform its duties.