



PACIFIC TEXTILES HOLDINGS LIMITED
互太紡織控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 01382)

(股份代號: 01382)

Audit Committee

審核委員會

Terms of reference

職權範圍

**(adopted on April 27, 2007 and
revised on March 20, 2009 and March 15, 2012)**

**(採用於 2007 年 4 月 27 日與
修訂於 2009 年 3 月 20 日與 2012 年 3 月 15 日)**

Members:

Mr. SZE Kwok Wing, Nigel (*Chairman*)

Mr. NG Ching Wah

Mr. CHAN Yue Kwong, Michael

委員:

施國榮先生 (主席)

伍清華先生

陳裕光先生

The translation into Chinese language of these terms of reference is for reference only. In case of inconsistency, the English version shall prevail.

本職權範圍之中文釋本僅供參考之用。中英文如有差異，概以英文為準。

* For identification purpose only

* 僅供識別

DEFINITIONS

釋義

In these terms of reference, unless the context otherwise requires, the following terms have the meaning set out below:

於本職權範圍內，除非文義另有所指，下列詞彙具有以下含義：

“Board”	means the Board of Directors of the Company;	「董事局」	指本公司董事局；
“Committee”	means the Audit Committee of the Board of the Company;	「委員會」	指本公司董事局之審核委員會；
“Company”	means Pacific Textiles Holdings Limited (互太紡織控股有限公司);	「本公司」	指互太紡織控股有限公司；
“Directors”	means the directors of the Company, and “Director” means any one of them;	「董事」	指本公司董事與 「董事」 指任何一位董事；
“Independent Non-executive Directors”	means Directors meeting the requirements of independence set out in the Listing Rules, and “Independent Non-executive Director” means any one of them;	「獨立非執行董事」	指上市規則所載董事局會議的獨立性要求，而 「獨立非執行董事」 指其中任何一位；
“Listing Rules”	means the Rules Governing the Listing of Securities on the Exchange;	「上市規則」	指聯交所證券上市規則；
“senior management”	means the category of persons considered as senior management under the Listing Rules; and	「高級管理人員」	指根據上市規則被視為高級管理人員之人士類別；與
“Exchange”	means The Stock Exchange of Hong Kong Limited.	「聯交所」	指香港聯合交易所有限公司。

Purpose of the Committee

The purpose of the Committee of the Board of the Company is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries, including, without limitation, assisting the Board's oversight of (a) the integrity of the Company's financial statements, (b) the Company's compliance with legal and regulatory requirements, (c) the Company's independent auditors' qualifications and independence, and (d) the performance of the Company's independent auditors and the Company's internal audit function.

Composition

- 1 The Committee shall comprise non-executive Directors only. The Committee shall comprise a minimum of three members and majority of whom shall be Independent Non-executive Directors. At least one of the Committee members (who is an Independent Non-executive Director) shall have appropriate professional qualifications in accounting or related financial management expertise as required under the Listing Rules.
- 2 A former partner of the Company's existing auditing firm should be prohibited from acting as a member of the Committee for a period of 1 year from the date of his ceasing:
 - 2.1 to be a partner of the firm; or
 - 2.2 to have any financial interest in the firm,whichever is later.
- 3 The chairman of the Committee shall be appointed by the Board and shall be an Independent Non-executive Director.
- 4 If any member of the Committee is unable to act for any reason, the chairman of the Committee may, with the agreement of the other members of the Committee, appoint any other Independent Non-executive Director to act as his alternate.
- 5 The secretary of the Committee shall be the Company's secretary or any person designated as such by the Committee from time to time.

委員會目的

本公司董事局之委員會的目的為向董事局提供協助以履行其法律和受託義務方面的事項，包括會計、審計、財務報告、內部監控和本公司及其附屬公司法規遵守的功能，當中包括，但不限於，協助董事局監督（a）本公司財務報表之完整性；（b）本公司之法律和監管要求遵守；（c）本公司之獨立核數師的資格和獨立性；以及（d）本公司獨立核數師及本公司內部監控職能之表現。

組成

- 1 委員會應只由非執行董事組成。該委員會由最少三名成員組成，而其中大部分成員為獨立非執行董事。至少有一名委員會成員（彼等為獨立非執行董事）須按上市規則的要求而應具備適當會計專業資格或相關財務管理知識。
- 2 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起計 1 年內，不得擔任委員會的成員：
 - 2.1 終止成為該公司合夥人；或
 - 2.2 不再享有該公司財務利益；以日期較後者為準。
- 3 委員會主席由董事局委任及必須為獨立非執行董事。
- 4 如委員會的任何成員以任何理由未能擔任，委員會的主席可與委員會的其他成員協議，以委任任何其他獨立非執行董事以作其替任。
- 5 委員會秘書必須為本公司秘書或由委員會不時指定的任何人士。

Disclosure of interests

- 6 Each member of the Committee shall disclose to the Committee any personal financial interest in, and any potential conflict of interest arising from, any matter to be decided by the Committee. Any member with such interest(s) or potential conflict of interest shall abstain from voting on resolutions of the Committee relating to such interest(s) or potential conflict of interest and from participating in any discussion concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

Proceedings

- 7 The quorum for meetings of the Committee shall be not less than any two of its members, present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.
- 8 The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than twice every year or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.
- 9 The Committee should meet separately on a periodic basis with (i) management, (ii) the general manager of the Company's internal auditing department or other person responsible for the internal audit function and (iii) the Company's external auditors, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention. The Company's external auditor may also request a meeting of the Committee if it considers that is necessary.
- 10 The Chief Financial Officer and the Controller (if applicable) of the Company, and a representative of the external auditor of the Company shall normally attend meetings of the Committee. However, at least once a year the Committee shall meet with the external and internal auditors without executive Directors present.

Authorities and Duties

- 11 The Committee is authorised by the Board:
- 11.1 to investigate any activity within these terms of reference and to seek any information it requires from any employee of the Company and its group and all such employees are directed to co-operate with any request made by the Committee;

權益披露

- 6 每位委員會成員必須就委員會商議的任何問題中有關其個人財務權益，與任何潛在產生之利益衝突的向委員會作出披露。任何成員有關該權益或潛在利益衝突必須就商議委員會有關該權益或潛在利益衝突之決議案時放棄投票與參與討論任何有關該決議案和必須向委員會辭任（若被董事局要求）。

程序

- 7 委員會會議之法定人數必須不少於任何兩名成員，親身或以電話會議方式或以其他通訊器材方式參與會議而可聽到每名其他參與者之發言。
- 8 委員會之主席可自行決定召開會議，而委員會之任何事項會議舉行不少於每年兩次或根據上市規則或其他監管要求不時適用於本公司之規定。
- 9 委員會應定期分別與（i）管理層，（ii）本公司內部審計部門總經理或其他人負責內部審計功能之人士和（iii）本公司的外部核數師就委員會或任何上述人士或認為值得委員會注意之每個個案而作出任何事項討論。若本公司的外部核數師認為有必要亦可要求召開委員會會議。
- 10 本公司之財務總監與總監（如適用），及本公司外部核數師代表通常必須出席委員會會議。然而，委員會在執行董事不在場之情況下須至少每年一次與外部和內部核數師會面。

授權與職責

- 11 委員會獲董事局授權：
- 11.1 按其職權範圍調查與本公司有關的任何活動，本公司任何僱員與其集團與所有該僱員均須按委員會之要求而直接與其合作；

<p>11.2 where necessary, to obtain legal or other independent professional advice at the cost of the Company;</p>	<p>11.2 如有需要時，可尋求法律或其他獨立專業意見，支出為本公司之成本；</p>
<p>11.3 to secure the attendance of any person with relevant experience and expertise at Committee meetings as it considers appropriate; and</p>	<p>11.3 以確保具備相關經驗之任何人士與專家出席委員會之會議（當考慮為合適）；以及</p>
<p>11.4 to be provided by the Company with sufficient resources to perform its duties.</p>	<p>11.4 應獲供給充足資源以履行其職責。</p>
<p>12 The duties of the Committee are:</p>	<p>12 委員會之職責為：</p>
<p>12.1 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;</p>	<p>12.1 主要負責就外部核數師的委任、重新委任及罷免向董事局提供建議、批准外部核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；</p>
<p>12.2 to be directly responsible for the oversight of the work of the external auditor, and the auditor shall report directly to the Committee;</p>	<p>12.2 直接負責監管外部核數師之工作，而核數師須直接向委員會報告；</p>
<p>12.3 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;</p>	<p>12.3 按適用的標準檢討及監察外部核數師是否獨立與客觀及核數程序是否有效；</p>
<p>12.4 to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;</p>	<p>12.4 於核數工作開始前，先與核數師討論核數性質及範疇及有關申報責任；</p>
<p>12.5 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. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;</p>	<p>12.5 就外部核數師提供非核數服務制定政策，並予以執行。• 就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。委員會應就任何須採取行動或改善的事項向董事局報告，並提出建議；</p>

<p>12.6 to review and discuss with the external auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;</p>	<p>12.6 審閱並與外部核數師討論其年度核數計劃，包括核數活動之時間和目的，監察該計劃之進度與於年度期間之業績；</p>
<p>12.7 to resolve any and all disagreements between the Company's external auditors and management regarding financial reporting;</p>	<p>12.7 解決本公司的外部核數師和管理層有關財務報告之間的任何與所有分歧；</p>
<p>12.8 to monitor integrity of the Company's financial statements and the annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee shall focus particularly on:-</p>	<p>12.8 本公司財務報表以及年報及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。委員會在向董事局提交有關報表及報告前，應針對下列事項加以審閱：</p>
<p>12.8.1 any changes in accounting policies and practices ;</p>	<p>12.8.1 會計政策及實務的任何更改；</p>
<p>12.8.2 major judgmental areas;</p>	<p>12.8.2 涉及重要判斷的地方；</p>
<p>12.8.3 significant adjustments resulting from audit;</p>	<p>12.8.3 因核數而出現的重大調整；</p>
<p>12.8.4 all alternative treatments of financial information that have been discussed by the external auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors;</p>	<p>12.8.4 所有財務資料的若干處理已經由外部核數師和管理層討論，使用該若干披露和處理的後果，以及外部核數師偏愛處理方法；</p>
<p>12.8.5 all other material written communications between the external auditors and management, such as any management letter and any schedule of unadjusted differences;</p>	<p>12.8.5 外部核數師和管理層之間所有其他重要之書面通訊方式，如任何管理層信件和任何未經調整的差異時間表；</p>
<p>12.8.6 the going concern assumptions and any qualifications;</p>	<p>12.8.6 企業持續經營的假設及任何保留意見；</p>

<p>12.8.7 compliance with accounting standards; and</p>	<p>12.8.7 是否遵守會計準則；及</p>
<p>12.8.8 compliance with the Listing Rules and legal requirements in relation to financial reporting.</p>	<p>12.8.8 是否遵守有關財務申報的上市規則及法律規定。</p>
<p>12.9 In regard to 12.8 above:-</p>	<p>12.9 就上述 12.8 而言:-</p>
<p>12.9.1 members of the Committee should liaise with the Board and senior management and the Committee must meet, at least twice a year, with the Company's auditor; and</p>	<p>12.9.1 委員會成員應與董事局及高級管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及</p>
<p>12.9.2 the Committee should 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 auditors;</p>	<p>12.9.2 委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出的事項；</p>
<p>12.10 to review the Company's financial controls, internal control and risk management systems;</p>	<p>12.10 檢討本公司的財務監控、內部監控及風險管理制度；</p>
<p>12.11 to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. 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;</p>	<p>12.11 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。討論內容包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；</p>
<p>12.12 to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;</p>	<p>12.12 主動或應董事局的委派，就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；</p>

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| <p>12.13 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 its effectiveness;</p> | <p>12.13 如公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調；也須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察其成效；</p> |
| <p>12.14 to review the group's financial and accounting policies and practices;</p> | <p>12.14 檢討集團的財務及會計政策及實務；</p> |
| <p>12.15 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;</p> | <p>12.15 檢查外聘核數師給予管理層的審核情況說明函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；</p> |
| <p>12.16 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;</p> | <p>12.16 確保董事局及時回應於外聘核數師給予管理層的審核情況說明函件中提出的事宜；</p> |
| <p>12.17 to review with the Chief Executive Officer, Chief Financial Officer and external auditors, periodically, the following:</p> | <p>12.17 行政總裁、財務總監與外部核數師定期審閱以下事項：</p> |
| <p>12.17.1 all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarise and report financial information; and</p> | <p>12.17.1 所有財務報告方面之內部監控的設計或執行重大不足與重要缺點對本公司之記錄、流程、總結及和報告財務資料的功能會產生相當不良影響；與</p> |
| <p>12.17.2 any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;</p> | <p>12.17.2 財務報告方面之內部監控的包括管理層或擔任重要職位之職員之任何欺詐行為(不論重大與否)；</p> |

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| <p>12.18 to report to the Board on the matters in the code provisions contained in the Code on Corporate Governance Practices set out in (and as amended from time to time) Appendix 14 to the Listing Rules;</p> | <p>12.18 就上市規則附錄 14 內列明(與不時修訂)的企業管治守則內載有的守則條文向董事局匯報；</p> |
| <p>12.19 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 Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> | <p>12.19 檢討本公司設定的以下安排：本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當行動；</p> |
| <p>12.20 to act as the key representative body for overseeing the Company's relations with the external auditor; and</p> | <p>12.20 擔任本公司與外部核數師之間的主要代表，負責監察二者之間的關係；及</p> |
| <p>12.21 to consider other topics, as defined by the Board.</p> | <p>12.21 研究其他由董事局界定的課題。</p> |

Miscellaneous

- 13** The Committee shall secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Company.
- 14** The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.
- 15** The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.
- 16** The Committee shall provide such information to the Board as is necessary to assist the Board in reporting to the shareholders each year on audit issues in accordance with the Listing Rules or other regulatory requirements applicable to the Company.

雜項

- 13** 委員會須確保獨立的專家意見內容是委員會決定其是否合適的，包括保留或未經董事局批准聘請獨立的律師、會計師、顧問或其他人，以協助委員會履行其職責和責任，聘請獨立專家顧問成本由本公司承擔。
- 14** 委員會應在聯交所網站及本公司網站上公開其職權範圍，解釋其角色及董事局轉授予其的權力。
- 15** 當委員會或董事局認為必要或適當時，委員會須在其職責範圍內執行額外活動，並考慮其他事項。
- 16** 當委員會有需要協助董事局根據上市規則或其他規定要求而合用於本公司就審計問題每年向股東報告，委員會須向董事局提供該資料。

17 The Committee shall make available at least one of its members to attend the Company's annual general meeting to answer shareholders' questions about audit issues.

18 Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

19 The Committee shall report back to the Board on all of their decisions or recommendations.

Evaluation of the Committee

20 The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of these terms of reference, and shall be conducted in such manner as the Committee deems appropriate.

Investigation and Studies; Outside Advisers

21 The Committee may conduct or authorise investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

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Nothing contained in these terms of reference is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws and the Listing Rules.

17 委員會須有最少一名成員出席本公司股東週年大會以回答股東有關審計之問題。

18 委員會的完整會議記錄應由正式委任的會議秘書保存。會議記錄的初稿及與最後定稿應在會議後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

19 委員會須向董事局報告其決定或建議。

委員會之評估

20 委員會須在年度基礎上，評估其表現。評估須就委員會認為有關其表現而解決的所有事項，包括審閱和評估該職權範圍是否足夠，並且委員會認為適當的方式進行。

調查與研究；外部顧問

21 委員會在委員會職責範圍內可進行或授權調查或研究的事項，並可保留為公司支付的費用，如獨立律師或其他顧問或其認為必要的顧問。

* * *

除非根據適用法律及上市規則另有規定的範圍內，該職權範圍無包括任何旨在構成，或應解釋為構成委員會成員之任何責任或負債。