



CHINA METAL RECYCLING (HOLDINGS) LIMITED

中國金屬再生資源(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00773)

Terms of reference of the Audit Committee

(Adopted by the Board on 27 March 2012)

The board of directors (“**Board**”) of **CHINA METAL RECYCLING (HOLDINGS) LIMITED** (the “**Company**”) has resolved to establish a committee to be known as the Audit Committee (the “**Audit Committee**”) with the terms of reference 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 “**Members**”).
- 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 one year after the commencement of the later of 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.
- 1.5 The term of each appointment to the Members of the Audit Committee shall be determined by the Board upon appointment.

2. **Secretary**

2.1 The Company Secretary shall be the secretary of the Audit Committee.

2.2 The Audit Committee may from time to time appoint another secretary with appropriate qualification and experience.

3. **Meetings**

3.1 Meetings 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.

3.2 Unless otherwise agreed, 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.

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 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 Audit Committee meetings shall be sent to all Audit Committee members for their comments and records respectively, in both cases 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 twice 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 (if absence) the representative of internal audit; (b) the chief financial officer (or with the same position); (c) other Board members.
- 4.3 Only the Members shall have the voting powers.

5. Annual general meetings

- 5.1 The chairman of the Audit Committee should 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 is to serve as a focal point for communication between other directors, the external auditors, and the management as their duties relate to financial and other reporting, internal controls and the audits; and to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting, be satisfying themselves as to the effectiveness of the company's internal controls and as to the efficiency of the audits. The power and duties of the Audit Committee should include:

- 6.1 relationship with the external auditors of the Company:
 - 6.1.1 to make recommendation 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 resignation or dismissal of that auditor.
 - 6.1.2 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards.

- 6.1.3 to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- 6.1.4 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.
- 6.1.5 to report to the Board and to identify and make recommendations on any matters where action or improvement is needed;
- 6.2 reviewing financial information of the Company:
 - 6.2.1 to review and monitor the integrity of financial statements of the Company and the Company’s annual report and accounts and 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 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 Listing Rules and legal requirements in relation to financial reporting;
 - 6.2.2 In regard to the above duties,
 - (a) the Members shall liaise with the Board and senior management of the Company;
 - (b) the Audit Committee must meet, at least twice a year, with the external auditor; and

- (c) 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 external reporting accountants;
- 6.3 monitoring the financial and internal control systems
- 6.3.1 to review the Company's financial controls, internal control and risk management systems;
 - 6.3.2 to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function;
 - 6.3.3 to consider major investigation findings on internal control matters and management's response to such findings;
 - 6.3.4 where an internal audit function exists, to review the internal audit programme, 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;
 - 6.3.5 to review the Group's financial and accounting policies and practices;
 - 6.3.6 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;
 - 6.3.7 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
 - 6.3.8 to act as the key representative body for overseeing the Company's relations with the external auditor;
 - 6.3.9 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 such matters and for appropriate follow-up action;

6.3.10 to report to the Board on the matters set out herein; and

6.3.11 to consider other matters, as required by the Board, to be performed by the Audit Committee.

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.

8. **Authority**

8.1 The Audit Committee is authorized by the Board to investigate any financial information and records of the Company.

8.2 The Audit Committee is authorized by the Board when necessary to seek any financial information it requires from any employee of the Company and its subsidiaries, to require any of them to prepare and supply financial information and answer questions raised by the Committee.

8.3 The Audit Committee is authorized 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

8.4 The Audit Committee shall have access to sufficient resources in order to discharge its duties.

“Senior management” refers to the same category of persons as referred to in the Company’s annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the directors, is appropriate.