

Terms of Reference of the Audit Committee of
Shanghai Commercial Bank Limited

1 Membership

- 1.1 Members of the Audit Committee (the “Committee”) shall be Independent Non-executive Directors and/or Non-executive Directors appointed by the Board of Directors of the Bank (the “Board”).
- 1.2 The Committee shall consist of not less than three members, the majority of whom shall be Independent Non-executive Directors and at least one of whom shall be a representative of the majority shareholder.
- 1.3 The Committee shall be chaired by an Independent Non-executive Director with a background in accounting, banking or relevant financial industry.
- 1.4 The tenure limit of Committee member for serving on the Committee shall be the tenure of office of that member serving as Director on the Board or subject to the decision of the Board from time to time.

2 Secretary

The Corporate Secretary shall be the secretary to the Committee.

3 Attendance at meetings

- 3.1 The Chief Executive, the Chief Financial Controller, the Chief Auditor, and representative(s) of the external auditor shall attend the Committee meetings.
- 3.2 The Chairman may invite any Director(s) or staff of the Bank or external consultant(s) to attend any meeting(s) of the Committee from time to time upon such conditions if deems necessary.

4 Frequency of meetings and quorum

- 4.1 The Committee shall meet at least 4 times a year at approximately quarterly intervals or more frequently as the Chairman of the Committee may determine.
- 4.2 The external auditor may request a meeting if necessary.
- 4.3 The quorum for any Committee meeting shall be two members, the majority of whom shall be Independent Non-executive Directors.

5 Proceedings of Meetings

- 5.1 The meetings and proceedings of the Committee shall be governed by the provisions for regulating the meetings of the Board as stipulated in the Articles of Association of the Bank insofar as those provisions are applicable and are not replaced by any regulations imposed on the Committee by the Board.
- 5.2 A written resolution signed by all the Committee members shall be as valid and effectual as a resolution passed at a meeting of the Committee duly convened and held.

6 Authority

- 6.1 The Committee is authorized by the Board to investigate any activity within the scope of Terms of Reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6.2 The Committee shall be provided with sufficient resources to perform its duties. It is authorized by the Board to obtain external legal or other independent professional advice at the Group's expense to discharge its responsibilities as it shall deem appropriate.

7 Duties

The objectives and roles of the Committee cover the Bank and all of its subsidiaries.

The duties of the Committee shall be:

Relationship with the external auditor

- 7.1 to make 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;
- 7.2 to ensure the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- 7.3 to approve the policy on governing the engagement of professional consultants in supplying non-audit services, including the external auditor of the Group, taking into account relevant ethical guidance, and to 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;
- 7.4 to act as the key representative body for overseeing the relationship with the external auditor of the Group;

Supervision of the Internal Auditor

- 7.5 to make recommendations to the Nomination Committee and the Board on the appointment of the Chief Auditor, and to review and evaluate his/her performance;
- 7.6 to approve the audit charter and the audit policy and procedures prepared and updated periodically by the Chief Auditor;

7.7 to approve the annual audit plan as well as the manpower and financial resources required by the Chief Auditor from time to time;

Review of financial information

7.8 to monitor the integrity of the financial statements, half-year and annual report (including Report of the Directors, Message to Shareholders, and Review of Operations) before submission to the Board, and to review significant financial reporting judgments contained in them, focusing 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 regulatory and legal requirements in relation to financial reporting;

7.9 In regard to 7.8 above:-

- (i) members of the Committee shall liaise with the Board of Directors, the Chief Executive, Chief Risk Officer, Chief Financial Controller, Chief of Legal & Compliance and Chief Auditor and the Committee must meet, at least twice a year, with the Group's external auditor, and at least one of the meetings in the absence of the senior management; and
- (ii) the Committee shall consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and shall give due consideration to any matters that have been raised by the Chief Executive, Chief Risk Officer, Chief Financial Controller, Chief of Legal & Compliance, Chief Auditor, or external auditor;

Oversight of financial reporting system and internal control system

- 7.10 to review significant recommendations made by the Chief Auditor and management plans for their implementation and to ensure the management takes necessary action in a timely manner to address control weakness, non-compliance with policies, laws and regulations or other issues as identified by the auditors;
- 7.11 to review the Group's financial controls and internal control systems, and to discuss with the Chief Executive, Chief Risk Officer, Chief Financial Controller and Chief Auditor, as well as Chief of Legal & Compliance whenever needed, the system of internal control and to ensure that the management has discharged its duty to have an effective internal control system in place including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes, budget and etc.;
- 7.12 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;
- 7.13 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 Group, and to review and monitor its effectiveness;
- 7.14 to review the Group's financial and accounting policies and practices;
- 7.15 to approve the annual compliance plan;
- 7.16 to review the external auditor's management letter, any material queries raised by the auditor to the management in respect of the accounting records, financial accounts or systems of control and management's response;
- 7.17 to ensure timely response be provided to the issues raised in the external auditor's management letter;

- 7.18 to review the whistleblowing policy and related arrangements that employees of the Group can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- 7.19 to review the on-site examination reports of the Hong Kong Monetary Authority and bring major findings to the attention of the Board;

Oversight of corporate governance functions

- 7.20 to review and endorse the disclosure in the Corporate Governance Report to ensure compliance with Appendix 14 “Corporate Governance Code and Corporate Governance Report” to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”); and
- 7.21 to review and endorse the Bank’s policies, practices and disclosure on corporate governance and make recommendations to the Board;

Others

- 7.22 to consider other topics, as defined and assigned to the Committee by the Board whenever appropriate.

8 Reporting procedures

- 8.1 The Committee shall report regularly to the Board on its recommendations and decisions.
- 8.2 Minutes of the Committee meetings shall be sent to all members of the Board.

9 Frequency of review

These Terms of Reference shall be reviewed at least annually and as required.