

**AMPLEFIELD LIMITED**  
**(Company No. 198900188N)**  
**(Incorporated in Singapore)**

## **TERMS OF REFERENCE OF THE AUDIT COMMITTEE**

### **1. MEMBERSHIP**

The Audit Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors.

The majority of the Committee Members shall be Independent Directors and at least one (1) member of the Committee must be a member of a recognised accounting body or possesses such other qualifications and requirements as prescribed or approved by SGX.

If a member of the Committee resigns, dies or for any other reason ceases to be a member resulting in the number of members being reduced to below three (3), the Board of Directors shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

### **2. QUORUM**

A quorum for the Committee shall consist of two (2) members and a majority of the members present must be Independent Directors.

### **3. CHAIRMAN**

The Chairman of the Committee shall be an Independent Director appointed by the Board. He shall report on each meeting of the Committee to the Board.

### **4. SECRETARY**

The Company Secretary shall be the Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Committee members and to the other members of the Board.

#### **5. FREQUENCY OF MEETINGS**

Meetings shall be held not less than five (5) times a year and will normally be attended by the Director charged with the responsibility of the Group's finance. The presence of external auditors will be requested if required and the external auditors may also request a meeting if they consider it necessary.

#### **6. AUTHORITY**

The Committee is authorised by the Board to investigate any activity within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group. The Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary.

The Committee is also authorised to convene meetings with the external auditors, internal auditors, or both, excluding the attendance of other Directors and employees of the Group, whenever deemed necessary.

#### **7. RESPONSIBILITIES AND DUTIES**

The Committee is guided by the following key terms of reference:

- a) consider and recommend the nomination and appointment or reappointment of the external auditors, the level of their remuneration and matters relating to resignation or removal of the external auditors;
- b) review with the external auditors , the nature and scope of the audit, their evaluation of the system of internal accounting controls, their audit reports, their management letter and the Company's management's response before submission of the results of such review to the Board for approval ;
- c) review the quarterly and annual financial statement and results announcement of the Group, before submission to the Board, focusing particularly on :-
  - any changes in accounting policies and practices;
  - major areas of judgement;
  
  - significant accounting adjustments arising from the audit;
  - the going concern statement; and
  - compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements.

d) together with the Risk Management Committee oversees the development of the Company's risk framework to manage the current risk exposures and future risk strategy of the Company;

e) review the system of internal accounting controls and procedures established by management and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of management where necessary);

f) in relation to the internal audit function:-

consider the appointment or re-appointment of the internal auditors, the level of their remuneration and matters relating to resignation or removal;

review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work; and

review with the internal auditors, the internal audit program and their evaluation of the adequacy of the Company's system of internal accounting controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of the results in the Company's annual report (where necessary).

g) review interested person transactions in accordance with the requirements of the Catalist Rules;

h) review the effectiveness and adequacy of the Company's administrative, operating, internal accounting and financial control procedures;

i) review the scope and results of the external audit, and the independence and objectivity of the external auditors; and

j) review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up.

## **8. REVIEW OF THE TERMS OF REFERENCE**

The members of the Committee will review the above terms of reference from time to time whenever deem necessary for approval by the Board. The latest copy of the terms of reference of the Committee shall be made available on the Company's website.

**Reviewed by the Board on 20 December 2018**