

PLAYMATES TOYS LIMITED
Terms of Reference of the Audit Committee

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Audit Committee (**the “Committee”**). The principal duties of the Committee are the review and supervision of the Company’s financial reporting process and internal controls.

2. Membership

- 2.1 The Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members. The majority of the members shall be independent non-executive directors.
- 2.2 The Chairman of the Committee shall be an independent non-executive director appointed by the Board. In the absence of the Chairman of the Committee, the remaining members present shall elect one among themselves to chair the meeting.

3. Authority

- 3.1 The Committee is authorised by the Board to review, supervise and/or investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 3.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant qualification, experience and expertise if it considers necessary.
- 3.3 The Committee shall report the findings of its actions to the Board.

4. Meetings

- 4.1 The Head of Finance Department, the Head of Internal Audit or such other officers holding equivalent position, and representative(s) of the external auditors shall normally attend meetings. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors without executive Board members present.
- 4.2 The company secretary of the Company shall also be the secretary of the Committee.

4.3 The quorum for meetings shall be two members.

4.4 Meetings shall be held not less than twice a year. The external auditors may request a meeting if they consider that one is necessary.

5. Duties

The duties of the Committee shall be:

Relationship with the Company's auditors

5.1 to be primarily responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of the auditors;

5.2 to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;

5.3 to develop and implement policy on the engagement of an external auditors to supply non-audit services. For this purpose, external auditors shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Committee should 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;

Review of financial information of the Company

5.4 to monitor 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 judgments contained in them. In this regard, in reviewing the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Committee should focus 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 Exchange Listing Rules and other legal requirements in relation to financial reporting;

5.5 in regard to 5.4 above:-

- (a) members of the Committee must liaise with the Company's Board of directors and senior management and the Committee must meet, at least once a year, with the Company's auditors; and
- (b) the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must 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 and internal control procedures

5.6 to review the Company's financial controls, internal control and risk management systems;

5.7 to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;

5.8 to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;

5.9 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 the effectiveness of the internal audit function;

5.10 to review the Group's financial and accounting policies and practices;

5.11 to review the external auditors' management letter, any material queries raised by the auditors to management in respect of the accounting records, financial accounts or systems of control and management's response;

5.12 to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter;

5.13 to report to the Board on the matters set out in these terms of reference;

5.14 to consider other topics, as defined by the Board;

5.15 to review arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action; and

5.16 to act as the key representative body for overseeing the Company's relation with the external auditors.

6. Minutes and records

The secretary shall keep full minutes of meetings of the Committee and shall send draft and final versions of minutes to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.