

AUDIT AND RISK COMMITTEE CHARTER

Last updated 21st January 2022

1. Purpose

The Audit and Risk Committee (“**ARC**” or the “**Committee**”) oversees and monitors the Company’s audit processes, including the Company’s internal control activities. This Committee Charter (the “**Charter**”) sets out the role, responsibilities, structure and processes of the Audit and Risk Committee of AustCham Shanghai (the “**Company**”).

2. Roles and Responsibilities

2.1. The ARC is not a policy-making body nor does it have substantive executive function; however it assists the Board in developing Board policy, monitoring Company activity within the scope of its remit and making recommendations to the Board for resolution. The role of the Committee includes assisting the Board in the Company’s governance and exercising of due care, diligence and skill in relation to:

- (a) reporting financial information to users of financial reports
- (b) application of accounting policies
- (c) financial management
- (d) the internal control system
- (e) the risk management system
- (f) the performance management system
- (g) business policies and practices
- (h) protection of the Company’s assets
- (i) compliance with applicable laws, regulations, standards and best practice guidelines

2.2. Other Committee objectives include:

- (a) improving the credibility and objectivity of the accountability process, including financial reporting



- (b) overseeing the effectiveness of the internal and external audit functions and providing a forum for communication between the Board and the internal and external auditors
- (c) ensuring the independence of the external auditor
- (d) providing a structured reporting line for internal audit and monitoring the objectivity and independence of the internal auditor
- (e) assuring the quality of internal and external reporting of financial and non-financial information
- (f) managing insurance programs to ensure appropriate coverage by reputable insurers at competitive premium levels with regard to the Company's circumstances and needs
- (g) ensuring an ethical culture is embedded throughout the Company

2.3. In discharging their responsibilities, the members have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

3. Authority

The Board authorises the ARC, through the Committee Chair, to:

- (a) oversee the compensation and work of any registered company auditor appointed by the Company
- (b) resolve any disagreements between management and the auditor over financial reporting
- (c) pre-approve all audit and non-audit services
- (d) retain independent counsel, accountants or others to advise the ARC or assist in the conduct of an investigation
- (e) seek any information it requires from employees, who are directed to co-operate with ARC's requests, or from external parties.

4. Composition

4.1. The ARC will consist of at least three, and no more than five, members of the Board. The Board, on recommendation of its



Nominations Committee, will appoint ARC members and the Chair of the Committee.

- 4.2. Membership of the ARC is reviewed annually and members are eligible for reappointment. Membership of the ARC is to be confirmed annually by the Board in alignment with the annual general meeting.
- 4.3. Each ARC member will be non-executive and financially literate. It is desirable for at least one member of the ARC to hold accounting qualifications and experience (such as being a qualified accountant holding a current accounting qualification, CPA or CA, or other professional with experience of financial and accounting matters).
- 4.4. The Chair of the Committee must be non-executive.
- 4.5. The Chair of the Board shall not be a member of the Committee.

5. Invitees

- 5.1. Other persons may attend meetings of the ARC by invitation. Persons who may commonly be invited to attend include:
 - (a) the Chief Executive Officer;
 - (b) the Finance Manager;
 - (c) the Company Secretary;
 - (d) the Head of Internal Audit;
 - (e) the external audit provider; and
 - (f) the Treasurer.
- 5.2. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights.
- 5.3. At times all executive and management personnel will be invited to leave the meeting to allow the Committee to have a closed session either with or without the presence of the external audit provider.

6. Meetings

- 6.1. The ARC will meet at least four times per year and additionally as the Committee considers necessary at appropriate points in the audit cycle. The internal or external auditors may request a meeting



and such a request is to be met.

- 6.2. A quorum will be more than half the members. In the Chair's absence from a meeting, the members present will select a Chair for that particular meeting.
- 6.3. All ARC members are expected to attend each meeting in person or through other approved means such as teleconferencing or video conferencing.
- 6.4. The notice confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five days before the date of the meeting. Supporting papers shall be sent to members and other attendees, as appropriate, at the same time.
- 6.5. The Company Secretary (or other appropriate designated person) will act as secretary to the ARC. The secretary will assist the Chair to develop and distribute agendas, papers, minutes and calendar.
- 6.6. The ARC may invite other people to attend as it sees fit and consult with other people or seek any information it considers necessary to fulfill its responsibilities. The members may meet separately with auditors.

7. Voting

Any matters requiring decision will be decided by consensus, or if a consensus is not achievable, then by a majority of votes of members present. If there is an equality of votes the Chair of the meeting shall have a casting vote in addition to any vote he or she may have.

8. Conflicts of Interest

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

9. Minutes

The Company Secretary shall minute the proceedings and decisions of all Committee meetings, including recording names of those present and in attendance.



Draft minutes must be prepared and circulated to all members within one week of a meeting. A final draft of the minutes must be presented to the next meeting of the Committee for approval and signature by the Chair of the meeting to which the minutes relate.

10. Reporting to the Board

The Chair of the ARC is to report to the Board following each Committee meeting. The manner of reporting may be by distribution of a copy of the minutes supplemented by other necessary information, including recommendations requiring Board action and/or approval. The Chair is to organise the supply of information regarding the ARC which is to be included in the Company's annual report.

11. Review

11.1. The ARC will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person. The Chair will monitor training needs.

11.2. The ARC should review this charter and its composition annually to ensure that it remains consistent with the Board's objectives and responsibilities. The Board should consider the Committee's review and either approve or further review the Committee's charter and/or composition.



Appendix - Responsibilities of the Audit and Risk Committee

The ARC will carry out the following responsibilities:

Financial reporting

With the assistance of the treasurer, the Committee will:

- (a) Review significant financial reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory announcements and understand their effect on the financial report.
- (b) Review management's processes for ensuring and monitoring compliance with laws, regulations and other requirements.
- (c) Review with management and the external auditors the results of the audit, including any difficulties encountered.
- (d) Review the annual financial report.
- (e) Assess significant estimates and judgments in financial reports by asking management about the process used in making material estimates and then ask the internal and external auditors the basis for their conclusions on the reasonableness of management's estimates.
- (f) Consider the appropriateness of the accounting principles and policies adopted and any amendments, as well as the methods of applying those principles and policies ensuring they are in accordance with the stated financial reporting framework.
- (g) Understand how management develops interim financial information and the nature and extent of internal and external auditor involvement.
- (h) Assess management explanations for unusual transactions or significant variances from prior year results or current year budget.
- (i) Assess the management of non-financial information in documents to ensure the information does not conflict with the financial statements or other documents.
- (j) Recommend to the Board whether the financial and non-financial statements should be signed based on the ARC's assessment of them.
- (k) Recommend to the Board whether the annual budget should be approved based on the ARC's assessment.

Internal control and risk management

- (a) Advise the Board on the overall risk appetite, tolerance and strategy, and the principal and emerging risks facing the business as part of the strategy.
- (b) Assess the internal processes for determining and managing key risk areas, particularly:
 - compliance with laws, regulations, standards and best practice guidelines;
 - important judgments and accounting estimates;
 - litigation and claims;
 - fraud, bribery and theft;
 - relevant business risks other than those dealt with by other specific board committees;
 - IT operations, including cyber risk and data protection compliance; and
 - business continuity plans.
- (c) Ensure that the Company has an effective risk management system and that significant or material risks are reported to the Board.
- (d) Address the effectiveness of the internal control, risk management and performance management systems with management and the internal and external auditors.
- (e) Assess effectiveness of, and compliance with, any Company codes of conduct and compliance with internal plans, policies and procedures.
- (f) Obtain regular updates from management and Company lawyers about compliance matters.

External audit

- (a) Make recommendations to the Board on the appointment, remuneration and monitoring of the effectiveness and independence of the external audit provider.
- (b) Review the external audit provider's fee and be satisfied that an effective audit can be conducted for the fee.
- (c) At the start of each audit, agree the terms of engagement with the provider and review the annual engagement letter.
- (d) Review and confirm the independence of the external audit provider by obtaining statements from the provider on relationships between the auditor and the Company (including non-audit services) and discussing



the relationships with the auditor.

- (e) Monitor and critique management's responsiveness to the external audit provider's findings and recommendations - ask the provider if there have been any significant disagreements with management (irrespective of whether they have been solved).
- (f) Provide the opportunity for Committee members to meet with the external audit provider without management personnel being present at least once a year.
- (g) Advise the Board on the rotation of the external audit provider at intervals of approximately each five years or otherwise as appropriate.

Internal Audit

- (a) Make recommendations to the Board on the appointment, remuneration and monitoring of the effectiveness and independence of internal audit.
- (b) Ensure that sufficient resources are available to enable an effective audit to be conducted in the areas identified for internal audit review.
- (c) Communicate the ARC's expectations to the internal audit in writing and ensure that reports are sent directly to the ARC.
- (d) Review and approve the scope of the internal audit plan and work program, monitor progress and consider the implications of internal audit findings for the control environment.
- (e) Monitor and critique management's responsiveness to the internal audit findings and recommendations.
- (f) Ensure that the internal audit and external audit programs are effectively coordinated.
- (g) Provide the opportunity for ARC members to meet with the internal auditor without management personnel being present at least once a year.

Related party transactions

Review and monitor the propriety of related party transactions.

Insurance

Review the Company's insurance arrangements including:

- type of cover

- scope of cover
- duration of cover
- adequacy of cover
- cost of cover
- terms and conditions of cover including exclusions and limitations
- counter-party risk of insurer, including through engaging professional insurance broker services

Corporate governance

Assist the Board to ensure appropriate corporate governance is in place with respect to the scope of its remit.

Other responsibilities

- (a) Perform other activities related to this charter as requested by the Board.
- (b) Institute and oversee special investigations as needed.
- (c) Review and assess the adequacy of this charter annually, requesting Board approval for changes and ensure appropriate disclosure as may be required by the Company Constitution or any applicable laws and regulations.
- (d) Confirm annually that all responsibilities outlined in this charter have been carried out.
- (e) Evaluate the ARC's and individual members' performance annually.
- (f) Oversee the performance of the treasurer and making recommendations to the Board as necessary in relation to the appointments of the treasurer.