

IClick INTERACTIVE ASIA GROUP LIMITED AUDIT COMMITTEE CHARTER

This Audit Committee Charter (the “Audit Committee Charter”) was adopted by the Board of Directors (the “Board”) of iClick Interactive Asia Group Limited, a Cayman Islands company (the “Company”) on October 12, 2017, and shall become effective immediately upon the completion of the Company’s initial public offering of its ordinary shares, in the form of American Depositary Shares, in the United States and elsewhere.

- 1. Purpose; Limitations on Duties.** The purpose of the Audit Committee (the “Committee”) is to assist the Board in overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company and to prepare the annual report of the Audit Committee required by applicable United States Securities and Exchange Commission (“SEC”) disclosure rules. In doing so, it is the responsibility of the Committee to provide an open avenue of communication between the Board, management, internal audit firm (or other personnel responsible for the internal audit function) and the independent auditors. Among the matters the Committee will oversee are (a) the Company’s accounting and financial reporting processes, (b) the integrity of the Company’s financial statements, (c) the Company’s compliance with legal and regulatory requirements, (d) the independent auditors’ qualifications and independence, (e) the performance of Company’s internal audit, accounting and financial controls and independent auditors, and (f) any other matters falling within the Committee’s authority or responsibility under the applicable laws and regulations.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements. The management is solely responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company’s annual financial statements and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors for the Company are accountable to the Committee, as representatives of the shareholders. The Committee is directly responsible for the appointment, compensation and oversight of the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting). The Committee has the authority and responsibility to appoint, retain and terminate the Company’s independent auditors (subject, if applicable, to stockholder ratification). The Company’s independent auditors shall report directly to the Committee.

2. **Membership; Appointment; Financial Expert.** The Committee will consist of three or more directors of the Board, each of whom must be an “audit committee independent director” pursuant to SEC rules and shall satisfy the independent requirements of NASDAQ Stock Market Rules and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 (the “Exchange Act”), both of which are set forth in Annex A hereto.

No Committee member shall simultaneously serve on the audit committees of more than two other public companies. The members of the Committee will be appointed by and serve at the discretion of the Board. The chairperson of the Committee (the “Chairperson”) will be appointed by the Board. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee is an “audit committee financial expert” defined in Item 16A of Form 20-F, the requirements for which are set forth in Annex B hereto. Section 13(a) of the Exchange Act requires the Company to disclose whether or not one member of the Committee is an audit committee financial expert.

3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express responsibility and authority to:

3.1 Independent Auditors.

- (a) **Selection and Fees.** Be solely and directly responsible for the appointment, compensation, retention, evaluation, and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and, where appropriate, the termination and replacement of such firm. Such independent auditors shall report directly to and be ultimately accountable to the Committee. The Committee has the ultimate authority to approve all audit engagement fees and terms, with the costs of all engagements borne by the Company.
- (b) **Audit Team.** Review the experience and qualifications of the senior members of the independent auditors’ team.
- (c) **Scope of Audit.** Review, evaluate and approve the annual engagement proposal of the independent auditors (including the proposed scope and approach of the annual audit).
- (d) **Lead Audit Partner Review, Evaluation and Rotation.** Review and evaluate the lead partner of the independent auditors, monitor compliance by the Company’s independent auditors with the audit partner rotation requirements contained in the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated by the SEC thereunder;

- (e) **Pre-Approval of Audit and Non-Audit Services.** Pre-approve all auditing services and all non-audit services permitted to be performed by the independent auditors, and to consider whether the performance by the outside auditors of non-audit services is compatible with maintaining the independence of the outside auditors. Such pre-approval may be given as part of the Committee's approval of the scope of the engagement of the independent auditors or on an engagement-by-engagement basis or pursuant to pre-established policies. In addition, the authority to pre-approve non-audit services may be delegated by the Committee to one or more of its members, but such member's or members' non-audit service approval decisions must be reported to the full Committee at the next regularly scheduled meeting. The Company shall disclose in its annual reports (and periodic reports, if any) required by Section 13(a) of the Exchange Act any approval of non-audit services during the period covered by the applicable report. The independent auditors shall not be retained to perform the non-audit functions prohibited by applicable law and the rules of the SEC. A list of prohibited non-audit functions, as defined in Section 10A(g) of the Exchange Act, is set forth in Annex C hereto.
- (f) **Statement from Independent Auditors.** At least annually, obtain and review a statement from the independent auditors (it being understood that the independent auditors are responsible for the accuracy and completeness of such report) describing:
- (i) the independent auditors' internal quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
 - (iii) all relationships between the independent auditors and the Company (including a description of each category of services provided by the independent auditors to the Company and a list of the fees billed for each such category);
- (g) **Statement of Fees from Independent Auditors.** The independent auditors shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors:
- (i) the audit of the Company's annual financial statements or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements;

- (ii) assurances and related services, not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service;
 - (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and
 - (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service.
- (h) **Hiring Policies.** Set clear hiring policies for employees and former employees of the independent auditors. At a minimum, these policies shall provide that any registered public accounting firm may not provide audit services to the Company if the chief executive officer, chief financial officer, controller, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the registered public accounting firm and participated in the audit of the Company within one year of the initiation of the current audit.
- (i) **Review Problems.** Review with the independent auditors any audit problems or difficulties the independent auditors may have encountered in the course of its audit work, and management's responses, including: (i) any restrictions on the scope of activities or access to requested information and (ii) any significant disagreements with management and management's responses to such matters.
- (j) **Material Communications.** Discuss with the independent auditors any communications between the audit team and the independent auditors' national office regarding auditing or accounting issues that the engagement presented.
- (k) **Accounting Adjustments.** Discuss with the independent auditors any accounting adjustments that were noted or proposed by the independent auditors but were "passed on" (as immaterial or otherwise).
- (l) **Internal Audit Function.** Discuss with the independent auditors the responsibilities, budget and staffing of the Company's internal audit function.
- (m) **Management or Internal Control Letters.** Discuss with the independent auditors any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company.

3.2 Financial Reporting.

- (a) **Annual Financials.** Review and discuss with management and the independent auditors the Company's annual audited financial statements, (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"), any unusual or non-recurring items, the nature and substance of significant reserves, the adequacy of internal controls and other matters that the Committee deems material, prior to the public release of such information. Obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act. Recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 20-F.
- (b) **Interim Financials.** Review and discuss with management and the independent auditors the Company's interim financial statements (including the Company disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations"), the results of the independent auditors' reviews of the interim financial statements, and other matters that the Committee deems material prior to the public release of such information.
- (c) **Accounting Principles.** Review with management and the independent auditors major issues regarding accounting principles and financial statement presentations, including any material changes in the selection or application of the principles followed in prior years and any items required to be communicated by the independent auditors in accordance with AICPA Statement of Auditing Standards ("SAS") 61, including any of the following:
- deficiencies noted in the audit in the design or operation of internal controls;
 - consideration of fraud in a financial statement audit;
 - detection of illegal acts;
 - the independent auditors' responsibility under generally accepted auditing standards;
 - any restriction on audit scope;
 - significant accounting policies;
 - significant issues discussed with the national office respecting auditing or accounting issues presented by the engagement;
 - management judgments and accounting estimates;
 - any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise);
 - the responsibility of the independent auditors for other information in documents containing audited financial statements;

- disagreements with management;
 - consultation by management with other accountants;
 - major issues discussed with management prior to retention of the independent auditors;
 - difficulties encountered with management in performing the audit;
 - the independent auditors' judgments about the quality of the entity's accounting principles;
 - reviews of interim financial information conducted by the independent auditors; and
 - the responsibilities, budget and staffing of the Company's internal audit function.
- (d) **Judgments.** Review reports prepared by management or by the independent auditors relating to significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including an analysis of the effect of alternative U.S. generally accepted accounting principles ("GAAP") methods on the Company's financial statements and a description of any transaction as to which management obtained an SAS 50 letter.
- (e) **Press Releases.** Discuss earnings press releases with management (including the type and presentation of information to be included in earnings press releases), as well as financial information and earnings guidance provided to analysts and rating agencies.
- (f) **Regulatory Developments.** Review with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.

3.3 Internal Audit and Risk Management.

- (a) **Internal Audit and Controls.** Review and approve the internal audit charter, which sets forth the authority and responsibility of the internal audit function. Review the budget, qualifications, activities, effectiveness and organizational structure of the internal audit function, the performance, appointment and replacement of the lead internal auditor, and summaries of material internal audit reports and management's responses. Review major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of control deficiencies. Meet periodically with the internal auditor to discuss the responsibilities, budget and staffing of the internal audit function and any issues that the internal auditor believes warrant the Committee's attention. Discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management. Perform an annual assessment of the internal audit function.

- (b) **Risk Assessment and Risk Management.** Discuss policies with respect to risk assessment and risk management periodically with the management, internal auditors, and independent auditors, and the Company's plans or processes to monitor, control and minimize such risks and exposures.

3.4 Financial Reporting Processes; CEO and CFO Certifications.

- (a) **Internal and External Controls.** In consultation with the independent auditors, the Company's internal auditors and the Company's financial and accounting personnel, review the integrity, adequacy and effectiveness of the Company's financial reporting processes, accounting and financial controls, both internal and external, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Ensure that the Company's independent auditors have sufficient access to and time to review such internal control procedures so that the Company may obtain from the independent auditors the Attestation of the Company's Independent Auditor as to the Company's internal controls and procedures in connection with the filing of the Company's Annual Report on Form 20-F and otherwise in accordance with Item 15(c) of Form 20-F.
- (b) **Consider Changes.** Review major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
- (c) **Reporting Systems.** Establish regular and separate systems of reporting to the Committee by each of (i) management, (ii) the independent auditors and (iii) the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
- (d) **Reports from Independent Auditors.** Discuss with and obtain from the independent auditors in connection with any audit, prior to filing the Company's audit report with the SEC, a report relating to the Company's annual audited financial statements including:
 - (i) a description of all critical accounting policies and practices to be used by the Company;
 - (ii) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within GAAP that have been discussed

with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;

- (iii) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - (iv) major issues as to the adequacy of the Company's internal controls and any specific audit steps adopted in light of material control deficiencies; and
 - (v) all other material written communications between the independent auditors and management, including any management letter or schedule of unadjusted differences.
- (e) **CEO and CFO Certifications.** Discuss with the Chief Executive Officer and the Chief Financial Officer the processes involved in and any material required as a result of the Form 20-F certification process concerning deficiencies in design or operation of internal controls or any fraud involving management or employees with a significant role in the Company's internal controls.

3.5 Legal and Regulatory Compliance.

- (a) **Related Party Transactions.** Conduct an appropriate review of all proposed related party transactions (please refer to Policy and Procedures with Respect to Related Person Transactions of the Company), including proposed amendments to existing related party transactions. Management of the Company shall not cause the Company to enter into any new related party transaction unless such transaction is approved by the Committee or relates to transactions previously adopted by the Board and approved by the Committee.
- (b) **Reports from Others.** Obtain such reports from management, auditors, the general counsel, tax advisors or any regulatory agency as the Committee deems necessary regarding regulatory compliance, transactions with affiliates, and other legal matters that may have a material effect on the Company's financial statements and the consideration of those matters in preparing the financial statements. Discuss with the Company's outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements. Request assurances from management, the internal auditor manager and the independent auditor that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

- (c) **Complaints.** Establish procedures for the receipt, retention and treatment of complaints received by the Company from Company employees regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting, auditing and other matters.
- (d) **Others.** Investigate any matter brought to the attention of the Committee that is considered appropriate and is within the scope of its responsibilities, including any matters required by the rules of the SEC to be reported to the Committee by management.

3.6 Annual Evaluation of Audit Committee Charter. Review and reassess the adequacy of this Audit Committee Charter and the performance of the Committee at least annually and recommend any proposed changes to the Board, as appropriate, and publish this Audit Committee Charter as required by applicable law.

4. Reports to Board, Meetings and Minutes.

4.1 Reports and Recommendations. Regularly report to the Board on the Committee's activities, and its conclusions with respect to the independent auditors, and make appropriate recommendations to the Board.

4.2 Executive Sessions. The Committee shall meet periodically (with such frequency as it determines) with each of the independent auditors, internal auditors (or other personnel responsible for the Company's internal audit function) and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately.

4.3 Other Meetings. Other meetings will be with such frequency, and at such times, as the Chairperson, or a majority of the Committee, determines, but no less frequently than once every fiscal quarter. Special meetings of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated, if practicable, to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's memorandum and articles of association, as amended and restated from time to time (the "Memorandum and Articles of Association"), applicable to meetings of Board committees will govern meetings of the Committee.

4.4 Minutes. The Committee shall ensure that minutes of each meeting are recorded and approved at the next meeting.

5. Resources and Authority. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or

independent counsel, auditors or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Company shall provide for appropriate funding, as determined solely in the Committee's discretion, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6. **Rules and Procedures.** Except as expressly set forth in this Audit Committee Charter or the Company's Memorandum and Articles of Association or the Corporate Governance Guidelines, or as otherwise provided by law or NASDAQ Stock Market Rules, the Committee shall establish its own rules and procedures.

Annex A

5605(c)(2) of Nasdaq Stock Market Rule

Each Company must have, and certify that it has and will continue to have, an audit committee of at least three members, each of whom must:

- i. be an Independent Director as defined under Rule 5605(a)(2);
- ii. meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Act (subject to the exemptions provided in Rule 10A-3(c) under the Act);
- iii. not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- iv. be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement.

Additionally, each Company must certify that it has, and will continue to have, at least one member of the audit committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

5605(a)(2) of Nasdaq Stock Market Rule

"Independent Director" means a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. For purposes of this rule, "Family Member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home. The following persons shall not be considered independent:

- (A) a director who is, or at any time during the past three years was, employed by the Company;
- (B) a director who accepted or who has a Family Member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Company; or
 - (iii) benefits under a tax-qualified retirement plan, or non-discretionary

compensation.

Provided, however, that in addition to the requirements contained in this paragraph (B), audit committee members are also subject to additional, more stringent requirements under Rule 5605(c)(2).

- (C) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an Executive Officer;
- (D) a director who is, or has a Family Member who is, a partner in, or a controlling Shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in the Company's securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- (E) a director of the Company who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Company serve on the compensation committee of such other entity; or
- (F) a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.
- (G) in the case of an investment company, in lieu of paragraphs (A)-(F), a director who is an "interested person" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940, other than in his or her capacity as a member of the board of directors or any board committee.

Definition of Independence — Rule 5605(a)(2)

It is important for investors to have confidence that individuals serving as Independent Directors do not have a relationship with the listed Company that would impair their independence. The board has a responsibility to make an affirmative determination that no such relationships exist through the application of Rule 5605(a)(2). Rule 5605(a)(2) also provides a list of certain relationships that preclude a board finding of independence. These objective measures provide transparency to investors and Companies, facilitate uniform application of the rules, and ease administration. Because Nasdaq does not believe that ownership of Company stock by itself would preclude a board finding of independence, it is not included in the aforementioned objective factors. It should be noted that there are

additional, more stringent requirements that apply to directors serving on audit committees, as specified in Rule 5605(c).

The Rule's reference to the "Company" includes any parent or subsidiary of the Company. The term "parent or subsidiary" is intended to cover entities the Company controls and consolidates with the Company's financial statements as filed with the Commission (but not if the Company reflects such entity solely as an investment in its financial statements). The reference to Executive Officer means those officers covered in Rule 16a-1(f) under the Act. In the context of the definition of Family Member under Rule 5605(a)(2), the reference to marriage is intended to capture relationships specified in the Rule (parents, children and siblings) that arise as a result of marriage, such as "in-law" relationships.

The three year look-back periods referenced in paragraphs (A), (C), (E) and (F) of the Rule commence on the date the relationship ceases. For example, a director employed by the Company is not independent until three years after such employment terminates.

For purposes of paragraph (A) of the Rule, employment by a director as an Executive Officer on an interim basis shall not disqualify that director from being considered independent following such employment, provided the interim employment did not last longer than one year. A director would not be considered independent while serving as an interim officer. Similarly, for purposes of paragraph (B) of the Rule, compensation received by a director for former service as an interim Executive Officer need not be considered as compensation in determining independence after such service, provided such interim employment did not last longer than one year. Nonetheless, the Company's board of directors still must consider whether such former employment and any compensation received would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director. In addition, if the director participated in the preparation of the Company's financial statements while serving as an interim Executive Officer, Rule 5605(c)(2)(A)(iii) would preclude service on the audit committee for three years.

Paragraph (B) of the Rule is generally intended to capture situations where a compensation is made directly to (or for the benefit of) the director or a Family Member of the director. For example, consulting or personal service contracts with a director or Family Member of the director would be analyzed under paragraph (B) of the Rule. In addition, political contributions to the campaign of a director or a Family Member of the director would be considered indirect compensation under paragraph (B). Non-preferential payments made in the ordinary course of providing business services (such as payments of interest or proceeds related to banking services or loans by a Company that is a financial institution or payment of claims on a policy by a Company that is an insurance company), payments arising solely from investments in the Company's securities and loans permitted under Section 13(k) of the Act will not preclude a finding of director independence as long as the payments are non-compensatory in nature. Depending on the circumstances, a loan or payment could be compensatory if, for example, it is not on terms generally available to the public.

Paragraph (D) of the Rule is generally intended to capture payments to an entity with which the director or Family Member of the director is affiliated by serving as a partner, controlling Shareholder or Executive Officer of such entity. Under exceptional circumstances, such as where a director has direct, significant business holdings, it may be appropriate to

apply the corporate measurements in paragraph (D), rather than the individual measurements of paragraph (B). Issuers should contact Nasdaq if they wish to apply the Rule in this manner. The reference to a partner in paragraph (D) is not intended to include limited partners. It should be noted that the independence requirements of paragraph (D) of the Rule are broader than Rule 10A-3(e)(8) under the Act.

Under paragraph (D), a director who is, or who has a Family Member who is, an Executive Officer of a charitable organization may not be considered independent if the Company makes payments to the charity in excess of the greater of 5% of the charity's revenues or \$200,000. However, Nasdaq encourages Companies to consider other situations where a director or their Family Member and the Company each have a relationship with the same charity when assessing director independence.

For purposes of determining whether a lawyer is eligible to serve on an audit committee, Rule 10A-3 under the Act generally provides that any partner in a law firm that receives payments from the issuer is ineligible to serve on that issuer's audit committee. In determining whether a director may be considered independent for purposes other than the audit committee, payments to a law firm would generally be considered under Rule 5605(a)(2), which looks to whether the payment exceeds the greater of 5% of the recipient's gross revenues or \$200,000; however, if the firm is a sole proprietorship, Rule 5605(a)(2)(B), which looks to whether the payment exceeds \$120,000, applies.

Paragraph (G) of the Rule provides a different measurement for independence for investment companies in order to harmonize with the Investment Company Act of 1940. In particular, in lieu of paragraphs (A)-(F), a director who is an "interested person" of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940, other than in his or her capacity as a member of the board of directors or any board committee, shall not be considered independent.

Rule 10A-3(b)(1) of the Exchange Act – Listing Standards Relating to Audit Committee – Independence Criteria

Independence.

- i. Each member of the audit committee must be a member of the board of directors of the listed issuer, and must otherwise be independent.
- ii. In order to be considered to be independent for purposes of Rule 10A-3(b)(1), a member of an audit committee of a listed issuer that is not an investment company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee:
 - A. Accept directly or indirectly any consulting, advisory, or other compensatory fee from the issuer or any subsidiary thereof, provided that, unless the rules of the national securities exchange or national securities association provide otherwise, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service

with the listed issuer (provided that such compensation is not contingent in any way on continued service); or

B. Be an affiliated person of the issuer or any subsidiary thereof.

iv. Exemptions from the independence requirements.

A. For an issuer listing securities pursuant to a registration statement under section 12 of the Act, or for an issuer that has a registration statement under the Securities Act of 1933 covering an initial public offering of securities to be listed by the issuer, where in each case the listed issuer was not, immediately prior to the effective date of such registration statement, required to file reports with the Commission pursuant to section 13(a) or 15(d) of the Act:

1. All but one of the members of the listed issuer's audit committee may be exempt from the independence requirements of paragraph (b)(1)(ii) of this section for 90 days from the date of effectiveness of such registration statement; and

2. A minority of the members of the listed issuer's audit committee may be exempt from the independence requirements of paragraph (b)(1)(ii) of this section for one year from the date of effectiveness of such registration statement.

B. An audit committee member that sits on the board of directors of a listed issuer and an affiliate of the listed issuer is exempt from the requirements of paragraph (ii)(B) above if the member, except for being a director on each such board of directors, otherwise meets the independence requirements of paragraph (b)(1)(ii) of this section for each such entity, including the receipt of only ordinary-course compensation for serving as a member of the board of directors, audit committee or any other board committee of each such entity.

C. An employee of a foreign private issuer who is not an executive officer of the foreign private issuer is exempt from the requirements of paragraph (ii) above if the employee is elected or named to the board of directors or audit committee of the foreign private issuer pursuant to the issuer's governing law or documents, an employee collective bargaining or similar agreement or other home country legal or listing requirements.

D. An audit committee member of a foreign private issuer may be exempt from the requirements of paragraph (ii)(B) above if that member meets the following requirements:

1. The member is an affiliate of the foreign private issuer or a representative of such an affiliate;

2. The member has only observer status on, and is not a voting member or the chair of, the audit committee; and
 3. Neither the member nor the affiliate is an executive officer of the foreign private issuer.
- E. An audit committee member of a foreign private issuer may be exempt from the requirements of paragraph (ii)(B) above if that member meets the following requirements:
1. The member is a representative or designee of a foreign government or foreign governmental entity that is an affiliate of the foreign private issuer; and
 2. The member is not an executive officer of the foreign private issuer.

Definitions

(1)(i) The term *affiliate* of, or a person affiliated with, a specified person, means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

(ii) (A) A person will be deemed not to be in control of a specified person for purposes of this section if the person:

- (1) Is not the beneficial owner, directly or indirectly, of more than 10% of any class of voting equity securities of the specified person; and
- (2) Is not an executive officer of the specified person.

(B) Paragraph (e)(1)(ii)(A) of this section only creates a safe harbor position that a person does not control a specified person. The existence of the safe harbor does not create a presumption in any way that a person exceeding the ownership requirement in paragraph (e)(1)(ii)(A)(1) of this section controls or is otherwise an affiliate of a specified person.

(iii) The following will be deemed to be affiliates:

- (A) An executive officer of an affiliate;
- (B) A director who also is an employee of an affiliate;
- (C) A general partner of an affiliate; and
- (D) A managing member of an affiliate.

(iv) For purposes of paragraph (i) of this section, dual holding companies will not be deemed to be affiliates of or persons affiliated with each other by virtue of their dual holding company arrangements with each other, including where directors of one dual holding company are also directors of the other dual holding company, or where directors of one or both dual holding companies are also directors of the businesses jointly controlled, directly or indirectly, by the dual holding companies (and, in each case, receive only ordinary-course compensation for serving as a member of the board of directors, audit committee or any other board committee of the dual holding companies or any entity that is jointly controlled, directly or indirectly, by the dual holding companies).

(2) In the case of foreign private issuers with a two-tier board system, the term *board of directors* means the supervisory or non-management board.

(3) In the case of a listed issuer that is a limited partnership or limited liability company where such entity does not have a board of directors or equivalent body, the term *board of directors* means the board of directors of the managing general partner, managing member or equivalent body.

(4) The term *control* (including the terms controlling, controlled by and under common control with) means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.

(5) The term *dual holding companies* means two foreign private issuers that:

(i) Are organized in different national jurisdictions;

(ii) Collectively own and supervise the management of one or more businesses which are conducted as a single economic enterprise; and

(iii) Do not conduct any business other than collectively owning and supervising such businesses and activities reasonably incidental thereto.

(6) The term *executive officer* has the meaning set forth in § 240.3b-7.

(7) The term *foreign private issuer* has the meaning set forth in § 240.3b-4(c).

(8) The term *indirect* acceptance by a member of an audit committee of any consulting, advisory or other compensatory fee includes acceptance of such a fee by a spouse, a minor child or stepchild or a child or stepchild sharing a home with the member or by an entity in which such member is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary of the issuer.

(9) The terms *listed* and *listing* refer to securities listed on a national securities exchange or listed in an automated inter-dealer quotation system of a national securities association or to issuers of such securities.

Annex B
Definition of “Audit Committee Financial Expert”

Under Item 16A of Form 20-F, an “audit committee financial expert” should be as a person who has the following attributes:

- an understanding of generally accepted accounting principles and financial statements;
- the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities;
- an understanding of internal control over financial reporting; and
- an understanding of audit committee functions.

Under Item 16A of Form 20-F, an “audit committee financial expert” may acquire the attributes required above through:

- education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
- experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
- experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
- other relevant experience.

Safe Harbor:

- A person who is determined to be an audit committee financial expert will not be deemed an “expert” for any purpose, including without limitation for purposes of section 11 of the Securities Act of 1933 (15 U.S.C. 77k), as a result of being designated or identified as an audit committee financial expert pursuant to Item 16A.
- The designation or identification of a person as an audit committee financial expert pursuant to Item 16A does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the audit committee and board of directors in the absence of such designation or identification.
- The designation or identification of a person as an audit committee financial expert pursuant to Item 16A does not affect the duties, obligations or liability of any other member of the audit committee or board of directors.

Annex C

Prohibited Non-Audit Functions for Independent Auditors

Subject to certain exceptions and qualifications, pursuant to Section 10A(g) of the Exchange Act, the following is a list of non-audit services that independent accountants may not provide to their audit clients:

- bookkeeping or other services related to the accounting records or financial statements of the audit client;
- financial information systems design and implementation;
- appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing services;
- management functions or human resources;
- broker-dealer, investment adviser, or investment banking services;
- legal services and expert services unrelated to the audit; and
- any other service that the Board determines, by regulation, is impermissible.