

United Overseas Australia Limited

AUDIT COMMITTEE CHARTER

Introduction (Inclusive of Remuneration Committee)

The Audit Committee is a committee (inclusive of the Remuneration Committee) comprised of members of the Board of Directors. The Audit Committee assists the Board in fulfilling its responsibilities in relation to financial information published by the Company and manner in which the Audit Committee will carry out their duties.

Composition of Committee

- The Audit Committee shall comprise three non-executive board members with a majority being independent. The Board recognises that this may not be practicable at all times given the size and composition of the full Board, but will ensure that the Audit Committee operates independently from the Board in carrying out its functions.
- The Audit Committee members should possess the appropriate skills and experience to enable the Committee to meet its objectives.
- The Audit Committee shall have a chairperson appointed by the Committee and the Chairperson shall not be the chairperson of the full Board.
- The appointment of new members to the Committee must be approved by the Board.
- The Audit Committee may invite various company officers and external parties to attend its meetings. These persons may include, but are not limited to, the Managing Director, Chief Financial Officer, Company Secretary and external auditor.

Objectives

The Audit Committee objectives are to:

- Assist the Board to discharge its responsibilities in relation to the Company's:
 - reporting of financial information
 - application of accounting policies
 - financial management
 - internal control systems
 - risk management systems
 - business policies and practices
 - protection of the Company's assets
 - compliance with the applicable laws, regulations, standards and best practice guidelines.
- Review with management the external auditor at the completion of the annual and half yearly periods, including:
 - the Company's financial statements and related notes
 - the external auditor's report on the audit and or audit review of the financial statements
 - other matters relating to the audit which should be communicated to the Board under generally accepted auditing standards.
 - any serious difficulties or disputes encountered during the course of the external audit.

- Consider and review the Company's accounting policies and controls by active and frequent communication with management and the external auditor.
- Request the external auditor's independent judgement and appropriateness of the accounting principles and control frameworks used by the Company.
- Review with management and the external auditor the Company's ability to identify and assess the risk of material financial statement errors and non-compliance with laws and regulations.
- Consider and review all significant accounting policy, valuation and reporting changes before forwarding to the Board for approval.
- Ensure that a comprehensive process is established by the Company's management to capture issues for the purposes of continuous reporting to the Australian Securities Exchange and Singapore Exchange.
- Review management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the external reporting by the Company of financial and non-financial information.
- Recommend to the Board whether the financial and non-financial statements should be signed based on the Committee's assessment of them.
- Review the adequacy of management reporting to the Board in terms of the quality, quantity and timing of information, necessary to understand and report internally and externally on the Company's risks, operations and financial condition.

Audit Process

- Communicate the Audit Committee's role and expectations to the external auditors including recommending to the Board on the terms of engagement with the external auditor.
- Make recommendations to the Board on the appointment, removal, remuneration and monitoring of the effectiveness and independence of the external auditor.
- Consider and review with management and the external auditor, the scope and the quality of the external audit plan or the annual and half yearly audits.
- Consider, review and monitor with management and the external auditor:
 - the adequacy of the Company's internal controls including computerised information system controls and security
 - any significant findings and recommendations by the external auditor and management responses to them
 - the annual closing report of the external auditor and the adequacy and appropriateness of management responses
 - related party transactions and adequacy of disclosures
 - confirm and ensure the independence and competence of the external auditor
 - review and approve the level of non-audit services provided by the external auditors and ensure it does not adversely impact on auditor independence.
- Assess the effectiveness of internal controls:
 - review the effectiveness of the Company's internal control and risk management structures through communication with the management and external auditors in respect of the accounting, reporting and other financial management systems and practices of the Company
 - assess the internal processes for determining and managing the key risk areas including obtaining reports and/or presentations from responsible executives on the management of risks
 - receive from management reports on all suspected and actual frauds, thefts and breaches of law

- review with management the procedures for ensuring that new systems are developed with adequate controls
- consider and review the delegations of authority and guidelines for general operations
- review with management and the external auditors the effectiveness of controls in relation to any unusual transactions or potential transactions that may carry more than a normal degree of risk.
- Risk management and corporate policies
 - consider and review with management and the external auditor the adequacy of the risk management policies of the Company and assess the steps management has taken to minimise such risks to the Company
 - review and advise the Board on corporate policies for the Company, including the code of conduct, and ensure that they are being adequately communicated and followed
 - consider the corporate governance policies and practices implemented by the Company and ensure that they are being communicated and followed including their compliance with ASX and SGX Listing Rules
- Review and monitor related party transactions to ensure they are based on normal commercial terms.

Access to Information

The Audit Committee shall meet at least four times per year with a meeting being immediately prior to the release of each of the full year and half yearly financial statements. The Audit Committee may meet more frequently if considered necessary.

The Audit Committee shall meet with the external auditors without the presence of management twice a year.

The proceedings of all meetings shall be minuted and reported at the next full Board meeting following the Audit Committee meeting.

The Secretary to the Audit Committee will be the Company Secretary.

REMUNERATION COMMITTEE CHARTER

Introduction

The Remuneration Committee is a sub-committee of the Audit Committee. The Remuneration Committee assists the Board in fulfilling its responsibilities to ensure that the Company has remuneration policies and practices in place which enable it to attract and retain directors and executives who will make a contribution towards achieving positive outcomes for shareholders. This Charter details the functions and the manner in which the Remuneration Committee will operate.

Membership

The membership is that of the Audit Committee.

Objectives

The Remuneration Committee objectives are to:

- advise the Board on remuneration policies and practices generally
- make specific recommendations on remuneration packages and other terms of employment for executive directors, the Chairman, other non-executive directors and senior executives
- to take advice and, where deemed appropriate, concur with recommendation of management in adjusting remuneration levels.