

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：03828)

(the “**Company**”)

(「**本公司**」)

AUDIT COMMITTEE – TERMS OF REFERENCE

審核委員會職權範圍

1. Membership

成員

- 1.1 The Audit Committee of the Company (the “**Audit Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”) and must consist of a minimum of three Audit Committee members (the “**Member(s)**”).

本公司之審核委員會（「**審核委員會**」）應由本公司之董事會（「**董事會**」）委任及最少須由三名審核委員會成員（「**成員**」）組成。

- 1.2 Membership shall be confined to non-executive directors of the Company only. The majority of the Members must be independent non-executive directors of the Company (“**INEDs**”) and at least one INED must be with appropriate professional qualifications or accounting or related financial management expertise.

成員須為本公司之非執行董事。成員須以本公司之獨立非執行董事（「**獨立非執董**」）佔大多數，而其中至少一名獨立非執董須具備適當專業資格，或具備適當的會計或相關的財務管理專長。

- 1.3 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED. 審核委員會的主席須由董事會委任及須為獨立非執董。

- 1.4 A former partner of the Company’s existing auditing firm shall be prohibited from acting as a Member for a period of two years from the date of his/her ceasing (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is later.

現時負責審計本公司賬目的核數公司的前任合夥人在以下日期（以日期較後者為準）起計兩年內，不得擔任成員：(a)他/她終止成為該核數公司合夥人的日期；或(b)他/她不再享有該核數公司財務利益的日期。

2. Secretary

秘書

- 2.1 The Company Secretary of the Company shall be the secretary of the Audit Committee.

本公司之公司秘書應為審核委員會的秘書。

- 2.2 The Audit Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Audit Committee.

審核委員會可不時委任任何其他具有合適資格和經驗的人士擔任審核委員會秘書。

* For identification purpose only

僅供識別

3. Meetings

會議

3.1 The Audit Committee shall meet at least twice each year. The Company's external auditors may request a meeting if they consider that one is necessary.

審核委員會每年須至少召開兩次會議。本公司的外聘核數師如認為有需要，可要求召開會議。

3.2 Notice has to be given at least 7 days prior to any Audit Committee meeting being held, unless all Members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by all Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

通知最少須於審核委員會會議舉行7天前發出，惟全體成員同意豁免該通知除外。如獲全體成員同意以較短通知期召開該會議，該會議將仍視作妥為召開。成員出席該會議將視作同意該較短通知期。如果會議延期少於14天，無須就延會另行發出通知。

3.3 A quorum of a Audit Committee meeting shall be two Members.

審核委員會會議的法定人數須為兩名成員。

3.4 Audit Committee meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meetings are capable of hearing each other.

審核委員會會議可以親身出席、電話或視像會議形式召開。成員可透過電話會議或其他類似的通訊工具參加會議，而參加會議的各方可互相聽到。

3.5 Resolutions of the Audit Committee at any meetings shall be passed by majority of votes of the Members present.

審核委員會會議的決議須由出席會議之過半數成員通過。

3.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Audit Committee meeting duly convened and held.

由全體成員簽署之書面決議，將猶如在妥為召開及舉行之審核委員會會議上通過的決議案般具有同等效力及作用。

3.7 Minutes shall be kept by the secretary of the Audit Committee. Draft and final versions of minutes of the Audit Committee meetings shall be sent to all Members for their comment and records respectively, within a reasonable time after the meetings are held.

會議紀錄應由審核委員會秘書備存。會議紀錄的初稿及最終定稿應在審核委員會會議結束後之合理時間內先後發送全體成員，初稿供成員表達意見，最終定稿則作其紀錄之用。

4. Attendance and Voting at Meetings

出席會議及投票

4.1 At least twice a year, representatives of the Company's external auditors will meet the Audit Committee without any executive directors of the Company being present, except by invitation of the Audit Committee.

本公司的外聘核數師代表將每年至少與審核委員會進行兩次會議，除獲得審核委員會邀請外，本公司之執行董事將不會出席。

4.2 At the invitation of the Audit Committee, the following persons may attend the meetings:

如獲審核委員會邀請，下列人士可出席會議：

- (i) Head of Internal Audit (if appointed) or a representative of Internal Audit;
內部審核部門主管（如有委任者）或內部審核部門的代表；
- (ii) Group Finance Director or Head of Accounts Department (or person occupying the same position);
集團財務總監或會計部主管（或任相等職位的人士）；
- (iii) other members of the Board; and
董事會其他成員；及
- (iv) other persons.
其他人士。

4.3 Only Members are entitled to vote at the Audit Committee meetings.

只有成員有權在審核委員會會議上投票。

5. Annual General Meeting

股東週年大會

5.1 The Chairman of the Audit Committee or a Member (who must be an INED) shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the activities and responsibilities of the Audit Committee.

審核委員會主席或一名成員（須為獨立非執董）須出席本公司之股東週年大會，並須為回答股東就審核委員會的活動和職責之提問作準備。

6. Responsibility and Powers

權責

The responsibility of the Audit Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting system, risk management systems and internal control procedures, which include:

審核委員會之責任為透過審閱及監管本公司的財務匯報系統、風險管理系統及內部監控程序協助董事會履行其審計職責，當中包括：

Relationship with the Company's auditors

與本公司核數師的關係

- 6.1 to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- 6.2 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences^{Note 1};
按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任^{附註1}；
- 6.3 to act as the key representative body for overseeing the Company's relations with external auditor;
作為主要代表監察本公司與外聘核數師的關係；
- 6.4 to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；

Review of the Company's financial information

審閱本公司的財務資料

- 6.5 to monitor integrity of the Company's financial statements and 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 reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:
監察本公司的財務報表及年度報告及賬目、半年度報告及（若擬刊發）季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。審核委員會在向董事會提交有關報表及報告前，應特別針對下列事項加以審閱：
- (i) any changes in accounting policies and practices;
會計政策及實務的任何更改；
 - (ii) major judgmental areas;
涉及重要判斷的地方；

- (iii) significant adjustments resulting from audit;
因核數而出現的重大調整；
- (iv) the going concern assumptions and any qualifications;
企業持續經營的假設及任何保留意見；
- (v) compliance with accounting standards; and
是否遵守會計準則；及
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
是否遵守有關財務申報的《上市規則》及法律規定；

6.6 Regarding 6.5 above:-
就上述6.5項而言：-

- (i) Members should liaise with the Board and senior management of the Company and the Audit Committee must meet, at least twice a year, with the Company's auditors; and
成員應與董事會及本公司之高層管理人員聯絡及審核委員會須至少每年與本公司的核數師開會兩次；及
- (ii) the Audit Committee shall consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts, it 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;
審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職能員工、監察主任或核數師提出的事項；

Oversight of the Company's financial reporting system, risk management and internal control systems

監管本公司財務申報制度、風險管理及內部監控系統

- 6.7 to review the Company's financial controls, and to review the Company's risk management and internal control systems;
檢討本公司的財務監控，以及檢討本公司的風險管理及內部監控系統；
- 6.8 to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
與管理層討論風險管理及內部監控系統，確保管理層已履行其職責建立有效的系統。討論內容應包括考慮本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；

- 6.9 to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- 6.10 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 its effectiveness;
如設有內部審核功能，須確保內部和外聘核數師的工作得到協調，及須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察其成效；
- 6.11 to review the group's financial and accounting policies and practices;
檢討本集團的財務及會計政策及實務；
- 6.12 to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;
檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
- 6.13 to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；
- 6.14 to report to the Board on the matters in these Terms of Reference;
就本職權範圍之事宜向董事會匯報；
- 6.15 to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for the fair and independent investigation of these matters and for appropriate follow-up action; and
檢討本公司設定的以下安排：本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當行動；及
- 6.16 to consider other topics, as defined by the Board;
研究其他由董事會界定的課題。

7. Reporting

匯報

- 7.1 The Audit Committee shall report to the Board after each meeting.
審核委員會於每次會議結束後須向董事會匯報。

8. Authority

權力

- 8.1 The Audit Committee is authorized by the Board to inspect all accounts, books and records of the Company.
董事會授權審核委員會查閱本公司之所有的賬目、簿冊和記錄。
- 8.2 The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of discharging its duties.
審核委員會有權要求本公司的管理層提供關於本公司、其附屬公司或聯屬公司的財務狀況資料，以履行其職責。
- 8.3 A Member may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a Member.^{Note 2}
成員可在適當情況下尋求獨立專業意見，以履行作為成員的職責，而有關費用由本公司承擔。^{附註2}
- 8.4 The Audit Committee shall be provided with sufficient resources to perform its duties.
審核委員會應獲供給充足資源以履行其職責。

9. Publication of these Terms of Reference

本職權範圍之刊發

- 9.1 These Terms of Reference will be published on the HKEXnews website of The Stock Exchange of Hong Kong Limited and the website of the Company.
本職權範圍將刊載於香港聯合交易所有限公司之披露易網站及本公司之網站。

Notes:

附註：

1. (1) The Audit Committee may establish the following procedures to review and monitor the independence of external auditors:
審核委員會或可設立以下程序，以檢討及監察外聘核數師的獨立性：
- (i) consider all relationships between the Company and the audit firm (including non-audit services);
研究本公司與核數師之間的所有關係（包括非核數服務）；
 - (ii) obtain from the audit firm annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
每年向核數師索取資料，了解核數師就保持其獨立性以及監察有關規則執行方面所採納的政策和程序，包括就輪換核數合夥人及職員的規定；及
 - (iii) meet with the auditor, at least annually, in the absence of management, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the auditor may wish to raise.
至少每年在管理層不在場的情況下會見核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及核數師想提出的其他事項。

- (2) The Audit Committee may consider agreeing with the Board the Company's policies on hiring employees or former employees of the external auditors and monitoring the application of these policies. The Audit Committee should then be in a position to consider whether there has been or appears to be any impairment of the auditor's judgment or independence for the audit.

審核委員會或可考慮與董事會共同制定有關本公司僱用外聘核數師職員或前職員的政策，並監察應用此等政策的情況。審核委員會就此應可考慮有關情況有否損害或看來會損害核數師在核數工作上的判斷力或獨立性。

- (3) The Audit Committee should ensure that an external auditor's provision of non-audit services does not impair its independence or objectivity. When assessing the external auditor's independence or objectivity in relation to non-audit services, the Audit Committee may consider:

審核委員會應確保外聘核數師提供非核數服務不會損害其獨立性或客觀性。當評估外聘核數師在非核數服務方面的獨立性或客觀性時，審核委員會或可考慮以下事項：

- (i) whether the skills and experience of the audit firm make it a suitable supplier of non-audit services;
就核數師的能力和經驗來說，其是否適合為本公司提供該等非核數服務；
- (ii) whether there are safeguards in place to ensure that there is no threat to objectivity and independence of the audit because the external auditor provides non-audit services;
是否設有預防措施，可確保外聘核數師的核數工作的客觀性及獨立性不會因其提供非核數服務而受到威脅；
- (iii) the nature of the non-audit services, the related fee levels and the fee levels individually and in total relative to the audit firm; and
該等非核數服務的性質、有關費用的水平，以及就該核數師來說，個別服務費用和合計服務費用的水平；及
- (iv) criteria for the compensation of the individuals performing the audit.
釐定核數職員酬金的標準。

2. Arrangement to seek independent professional advice could be made through the Company Secretary of the Company.

審核委員會可透過本公司之公司秘書安排尋求獨立專業意見。

(Effective on 3 December 2018)
(自 2018 年 12 月 3 日起生效)