

HUAYU EXPRESSWAY GROUP LIMITED

華昱高速集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1823)

華昱高速集團有限公司
(一家於開曼群島註冊成立的有限責任公司)
(「本公司」)

Terms of reference of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company

本公司董事會(「董事會」)
審核委員會(「委員會」)職權範圍及程序

1. Constitution 組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 30 November 2009, and its responsibilities include:

委員會是按董事會於2009年11月30日會議通過的決議案成立的，其職責包括：

- (a) to assure that adequate internal controls are in place and followed;
確保適當的內部監控制度已經確立和遵守；
- (b) to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Company and its subsidiaries (the “**Group**”), and as to the adequacy of the external and internal audits;
監督財務和其它報告、及按本公司及其附屬公司(「**本集團**」)之內部監控的效能和外聘核數和內部核數是否足夠等向董事會提供獨立意見，以協助董事會完成其責任；
- (c) to assure that appropriate accounting principles and reporting practices are follows;
確保遵守適當的會計原則及匯報實務；
- (d) to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the authorized independent auditors (the “**External Auditors**”), and to approve the remuneration and terms of engagement of the External Auditors, and any questions of resignation or dismissal;
主要負責就認可獨立核數師(「**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，及處理任何有關外聘核數師辭職或辭退外聘核數師的問題；
- (e) to serve as a focal point for communication between other directors of the Company, the External Auditors and the internal auditors or any person responsible for internal audit function (the “**IA People**”) as regards their duties relating to financial and other reporting, internal controls, external and the IA People and such other matters as the Board determines from time to time .
就外部和內部財務和其它匯報、內部審計師或負責內部審計人員(「**內部審計人員**」)和董事會不時交予委員會其它相關事宜等責任，作為本公司其它董事、外聘核數師及內部審計人員之間溝通的彙集點；

- (f) to review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Committee should discuss with the External Auditors the nature and scope of the audit and reporting obligations before the audit commences, and ensure co-ordination where more than one audit firm is involved. Procedures to review and monitor the independence of External Auditors may include:

根據可適用的標準，批評和檢查外聘核數師之獨立性、客觀性和審核效率。在審核前，委員會將與核數師討論其審核性質和範圍目的和報告職責，並如多於一位核數師參與審核，協調外聘核數師間合作。批評和檢查外聘核數師之獨立性之程序將包括如下：

- (i) consider all relationship between the Group and the audit firm (including the provision of non-audit services);

考慮本集團與會計師事務所（包括提供非審核服務）之間所有聯繫；

- (ii) seek from the audit firm, on an annual basis, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including current requirements regarding rotation of audit partners and staff; and

每年從外聘核數師查詢如何保持獨立性和如何監控遵守法規的政策和程序之信息，包括負責本公司審核的合夥人和員工之輪換卸任之規定；及

- (iii) meet with the External Auditors, 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 auditors may wish to raise.

在管理層避席的情況下，委員會每年至少一次與外聘核數師會面，討論其審核費用、審核相關事宜和外聘核數師擬與委員會討論的任何問題。

- (g) to develop and implement policy on the engagement of the External Auditors to supply non-audit services. For the purpose of this Paragraph, "External Auditors" 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 knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee shall report to the Board, identifying and making recommendations on any 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。就此段的規定而言，「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，在合理的情況下會斷定該機構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。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；

- (h) to ensure that the External Auditors' provision of non-audit services (if any) does not impair its independence objectivity. When assessing the External Auditors' independence or objectivity in relation to non-audit services, the Committee may consider:

確保外聘核數師提供非核數服務（如有）不會損害其獨立性或客觀性。當評估外聘核數師在供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 External Auditors make it a suitable supplier of non-audit services;

就外聘核數師的能力和經驗來說，其是否適合為發行人提供該等非核數服務；

- (ii) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the External Auditors 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 fee levels individually and in total relative to the External Auditors; and
該等非核數服務的性質、有關費用的水平，以及就外聘核數師來說，個別服務費用和合計服務費用的水平；及
 - (iv) criteria for compensation of the individuals performing the audit.
釐定核數職員酬金的標準。
- (i) to monitor integrity of the financial statements, annual report and accounts, and half-year report (including Directors' Report, Chairman's Statement and management discussion and analysis), 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 Committee should focus particularly on:-
監察本公司財務報告、年報及會計、中期報告（包括董事會報告、主席報告和管理層討論和分析）及（若擬備刊發）季度報告之完整性，並審閱報表及報告所載有關財務申報的重大意見。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;
會計政策和實務的任何更改；
 - (ii) major judgmental areas;
涉及重要判斷的地方；
 - (iii) significant adjustments resulting from the audit;
因核數而出現重大調整；
 - (iv) the going concern assumption and any qualifications;
企業持續經營的假設和任何保留意見；
 - (v) compliance with accounting standards; and
是否遵守會計準則；
 - (vi) compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and legal requirements in relation to financial reporting; and
是否遵守有關財務申報的香港聯合交易所有限公司證券上市規則（「**上市規則**」）和法律規定；
 - (vii) reviewing the fairness of connected transactions and making disclosures in accordance with the Listing Rules and accounting standards; and
檢討關連交易的公平性及對其作出符合上市規則及會計準則的披露；及

- (j) Regarding to (i) above:
關於上述(i)點：
- (i) Members should liaise with the Board, senior management and the financial controller of the Company, and the Committee must meet, at least twice a year, with the External Auditors; and 委員應與董事會、高級管理人員、公司財務總監聯絡。委員會須至少每年與核數師開會兩次；及
- (ii) 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 financial controller and the compliance officer of the Company or External Auditors.
委員會應考慮任何重大或不平常的事項應或需要在該等報告和帳目中反映，和認真考慮本公司財務總監、合規顧問或外聘核數師提出的事宜。
- (k) to review audit and control related corporate representations made to External Auditors, IA People and to the shareholders of the Company;
檢討向外聘核數師、內部審計人員及本公司股東在審核與監管等方面有關企業的陳述；
- (l) to review with External Auditors and IA People, the Group's management, the adequacy of the Group's policies and procedures regarding internal controls (including financial, operational and compliance controls) and any statement by the directors to be included in the annual accounts prior to endorsement by the Board;
與外聘核數師和內部核數人員檢討本集團管理、內部監控（包括財務、營運和符合法規要求控制）的政策和程序之足夠性，和在董事會簽署將包括在年報內之任何聲明前，檢討該聲明書；
- (m) to review the financial controls, internal control and risk management system of the Company;
檢討本公司財務監控、內部監控和風險管理系統；
- (n) to discuss the internal control system with management and to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting and financial reporting function of the Company;
與管理層討論內部監控系統，確保管理層履行職責建立有效的內部監控系統。討論內容應包括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又是否充足；
- (o) to consider major investigations findings on 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，就有關內部監控事宜的重要調查結果及管理層對調查結果的響應進行研究；
- (p) where an internal audit function exists, to ensure co-ordination between the IA People 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;
如本公司設有內部審核功能，須確保內部審計人員和外聘核數師的工作得到協調；也須確保內部審核功能在本公司內部有足夠資源合作，並且有適當的地位；以及檢討及監察其成效；
- (q) review the Group's financial and accounting policies and practices;
探討本集團之財務和會計政策和實務；

- (r) review the External Auditors' management letter, any material queries raised by the External Auditors to management about the accounting records, financial accounts or system of control and management's response;
檢查探討外聘核數師給予管理層的《審核情況說明函件》，外聘核數師就會計紀錄、財務帳目或監控系統向管理層提出的任何有重大疑問和管理層作出的回應；
- (s) to ensure that the Board will provide a timely response to the issues raised in the External Auditors' 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》中提供的事宜；
- (t) to report to the Board on the matters set out in the code provision C.3 of the Appendix 14 "Corporate Governance Code and Corporate Governance Report" to of the Listing Rules; and
根據上市規則附錄十四《企業管治守則》及《企業管治報告》第C.3條內條文向董事會報告；及
- (u) consider other topics, as defined by the Board.
考慮董事會界定的議題。

2. Membership 成員

- 2.1 Members of the Committee (the "Members" and each a "Member") shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, all of whom shall be non-executive directors and a majority of whom shall be independent non-executive directors. At least one of the Members shall be independent non-executive director with appropriate qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.
委員會成員（「委員」）須由董事會從本公司的董事中委任。委員會最少由三名成員組成。所有委員必須是非執行董事而大部分委員必須是獨立非執行董事。其中一名委員需要具備根據上市規則第3.10(2)條適當的資歷或會計或相關財務管理專才。
- 2.2 The Board shall nominate a Member, who shall be an independent non-executive director, as the chairman (the "Chairman").
委員會主席（「主席」）需要為一位獨立非執行董事並由董事會任命。
- 2.3 A former partner, principal, shareholder, or professional employee of the Company's existing External Auditors is prohibited from acting as a Member for a period of 1 year as calculated under the Listing Rules and applicable auditor independence rules.
根據上市規則及可應用的核數師獨立性規定，本公司現任外聘核數師之前合夥人、社長、股東或專業員工在離職一年內不可擔任委員會委員。
- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
董事會及委員會分別通過決議，方可對委員會的成員進行罷免或委任額外人士成為委員會成員。
- 2.5 The secretary of the Company shall act as the secretary of the Committee.
本公司秘書將擔任委員會秘書。
- 2.6 The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.
委員會的組成應遵守經不時修訂的上市規則的要求。

3. Frequency and proceedings of meetings 會議次數及程序

- 3.1 The Committee should meet at least two times per year. The Chairman may convene additional meetings at his discretion.
委員會每年至少召開兩次會議。委員會主席可酌情決定召開額外會議。
- 3.2 The Committee shall meet with the External Auditors without any executive member of the Board in attendance at least once a year.
委員會每年至少一次在執行董事缺席情況下與外聘核數師會面。
- 3.3 The quorum for the Committee meeting shall be two Members.
委員會的會議法定出席人數為兩名委員。
- 3.4 Unless otherwise agreed by all the Members, a meeting shall be convened by at least 14 days' notice. The Committee meeting papers should be circulated to all Members 3 days before the intended date of a Committee meeting by hand, by post or in electronic forms.
除非全體委員同意，委員會的會議通知期，不應少於十四天。相關會議數據需在會議日期前3天送以郵寄、人力或電方方式送給各委員。
- 3.5 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each member can hear and be heard by all other members throughout the meeting and such participation shall constitute presence for purposes of the quorum provision of article 3.3.
委員可透過電話或視像會議或電子或其它通訊設備參與會議，而該委員和其它委員均能聽對方說話，該委員以上述方式參與會議將等同出席會議並計入職權範圍第3.3條法定出席人數內。
- 3.6 Members present in a Committee meeting may elect any one Member to chair the meeting provided that the Chairman is not present within half an hour from the time of the intended Committee meeting to be convened and held.
凡委員會主席在與議時間半小時內未能出席，已出席的委員可自行選舉其中一位主持會議。
- 3.7 A Member or the secretary of the Company may at any time summon a Committee meeting.
任何一位委員或本公司秘書於任何時間均可召集委員會會議。
- 3.8 Notice shall be given to each Member orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Member or in such other manner as the Members may from time to time determine.
會議通知可通過口頭形式、書面形式、或以電話、傳真或電郵方式按照委員不時通知本公司秘書的號碼和地址通知各委員，或以委員不時議定的方式發予各委員。
- 3.9 Any notice given orally shall be followed by confirmation in writing provided by the relevant Member before the meeting.
以口頭形式做出的通知，相關的委員應在會議召開前以書面方式確認。

4. Written resolutions 書面決議

- 4.1 Written resolutions may be passed by all Members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.
委員可以以書面方式通過書面決議。本條文不影響上市規則有關舉行董事會或委員會會議的任何要求。

5. Alternate Committee members 委任代表

- 5.1 Members may not appoint any alternate.
委員不能委任代表。

6. Authorities 權力

- 6.1 The Committee is granted the authority to investigate any activity within these terms of reference and all employees are directed to cooperate with the Committee. The Committee is authorized by the Board, at the Company's expense, to obtain independent legal or other professional advice.
根據職權範圍賦予權限內，委員會可調查任何活動而所有員工必須與委員會合作。視乎情況需要，董事會授權委員會可徵詢獨立的法律或其它專家意見。
- 6.2 The Committee shall report to the Board any suspected frauds and irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.
凡委員會發現任何有嫌疑的欺騙和違規行為，內部監控失效或任何有嫌疑的違反法例、規令和規例的行為，同時又認同上述行為之嚴重性，據此向董事會匯報。
- 6.3 Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the External Auditors, the Committee will arrange for the corporate governance report in the annual report to include an explanation of the Committee's view and the reasons why the Board has taken a different view.
凡當董事會與委員會因選擇、委任、辭退或解雇外聘核數師，持不同意見，委員會可在年報企業管治報告內包含委員會解釋其所持之意見和董事會基於什麼原因持不同意見。
- 6.4 The Committee shall be provided with sufficient resources to discharge its duties by the Company.
本公司必須向委員會提供足夠資源以履行其職責。
- 6.5 These terms of reference shall be made available on the Company's website and on the website of The Stock of Exchange of Hong Kong Limited at www.hkexnews.hk on the Company's website.
本職權範圍及程序應登載於本公司的網站上和香港聯合交易所有限公司於www.hkexnews.hk的網站上的方式公開。

7. Reporting Procedures 報告程序

- 7.1 The secretary of the Company shall circulate the draft minutes of the meetings of the Committee to all Members for their comment within a reasonable time. Final minutes and reports of the meetings and all written resolutions of the Committee shall be sent to all Members within a reasonable time after the meetings.
本公司秘書應將委員會會議記錄初稿於合理時間內，送交委員會所有成員評閱。委員會會議記錄及書面決議應於會議結束後的合理時間內，送交所有委員。
- 7.2 The Chairman shall report to the Board on a regular basis and present a report of the Committee to the Board at least twice a year.
主席應定期向董事會申報並每年至少兩次向董事會呈交報告書。
- 7.3 Full minutes of the meetings of the Committee and written resolutions of the Committee should be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any director of the Company.
本公司秘書應存置完整的會議記錄及書面決議，若有任何本公司董事發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。

8. Continuing application of the articles of association of the Company 本公司章程的持續適用

- 8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

本公司章程作出的規範的董事會會議程序的規定，如果其也適應於委員會會議並未被該等職權範圍及程序所取代，那麼應適用於委員會的會議程序。

9. Powers of the Board 董事會權利

- 9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 “Corporate Governance Code and Corporate Governance Report”), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

本職權範圍及程序，可以由董事會在遵守本公司章程及聯交所上市規則（包括附錄十四《企業管治守則》及《企業管治報告》）的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

10. Language 語言

If there is any inconsistency between the English and Chinese terms of reference, English version will prevail.
如本職權範圍的中英文之間有歧異，以英文版為準。