

Wisom Engineering Services Co. Ltd.

惠生工程技術服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(于開曼群島註冊成立的有限公司)

(the “Company”)

(“公司”)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE ADOPTED BY THE BOARD ON NOVEMBER 30, 2012 董事會於 2012 年 11 月 30 日採納的審核委員會職權範圍

1 Membership 成員

- (a) The Audit Committee (hereinafter referred to as the “Committee”) shall be appointed by the board of directors (“Board”) from amongst the non-executive directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors (“INEDs”). At least one member must be an INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). Where there are only three INEDs as members of the Board, all of them shall be appointed as members of the Committee. The constitution of the Committee shall comply with the requirements of the Listing Rules from time to time.

審核委員會（以下稱為“委員會”）須由董事會從公司的非執行董事中委任。委員會必須由不少於三名成員組成，且委員會的成員必須以公司的獨立非執行董事占大多數。其中至少有一名成員是如香港聯合交易所有限公司證券上市規則（“上市規則”）第 3.10(2)條所規定具備適當專業資格，或具備適當的會計或相關的財務管理專長的獨立非執行董事。如董事會成員只有三名獨立非執行董事，他們全部必須被委任為委員會成員。委員會的組成必須遵守不時的上市規則的要求。

- (b) The chairman of the Committee shall be an INED and a member of the Committee appointed by the Board.

委員會的主席必須是獨立非執行董事並且由董事會委任的委員會成員。

- (c) A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Committee for a period of one year from the date of his ceasing:

- (i) to be a partner of the firm; or
(ii) to have any financial interest in the firm,

whichever is later.

現時負責審計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）起計一年內，不得擔任委員會的成員：

- (i) 他終止成為該核數公司合夥人的日期；或
- (ii) 他不再享有該核數公司財務利益的日期。

2 Attendance at Meetings 出席會議

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, both of whom must be INEDs. In the event of an equality of votes, the chairman of the Committee shall be entitled to a second or casting vote.

委員會會議的法定人數為兩人，該兩人必須為獨立非執行董事。如票數均等，委員會的主席有權投第二票或決定票。

- (b) Subject to sub-paragraph (e) below, the chairman of the Board, the chief financial officer and the deputy financial officer may attend meetings of the Committee. A representative of the external auditors shall be invited to attend the Committee meetings where appropriate. Other staff who have specific responsibility for an area under review may also be invited to attend.

除下列第(e)節外，一般來說，董事會主席，財務總監及副財務總監必須出席委員會會議。如需要，外聘核數師的代表亦必須被邀請出席委員會會議。對被檢討的範圍有特定職責的其他員工亦可以被邀請出席。

- (c) The company secretary shall be the secretary of the Committee who shall attend all meetings of the Committee.

公司秘書是委員會的秘書，而他必須出席委員會的所有會議。

- (d) Notice of Committee meetings shall be given to all members. Notice of the Committee meeting shall be deemed to be duly given to a member if it is given to him personally, by word of mouth or given to him in writing sent to his last known address or any other address given by him to the Company or by electronic means by transmitting it to any electronic number or email address supplied by the member to the Company for this purpose.

委員會會議通知必須送達予所有委員會成員。在此目的下無論面交該成員或以口述形式送達或以任何電子形式傳遞至任何提供予公司的電子號碼或電郵位址均被視為正式送達。

- (e) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會成員可以透過電話會議或其他相似的通訊設備參加委員會會議。而透過該設備參與會議的所有人能夠聽見對方。根據本條款參加會議將構成以親身方式參加該會議。

- (f) The Committee may hold separate private meeting(s) with the internal auditors and/or the external auditors with no executive directors or senior management present whenever they think fit and appropriate.

如委員會認為合適及適當，委員會可與內部核數師及/或外聘核數師舉行沒有執行董事或高級管理層出席的私人會議。

3 Frequency of Meetings **會議的次數**

Meetings shall be held not less than twice a year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. The external auditors or any members of the Committee may request a meeting if they consider it necessary and upon the receipt of such request, the secretary of the Committee shall convene such a meeting as soon as reasonably practicable and having regard to the convenience of all members with priority given to the INEDs.

會議應每年召開不少於兩次，或按不時適用於公司的上市規則或其他法律要求的會議頻率。如認為有需要，外聘核數師或任何委員會成員可以要求召開會議，在收到該要求後，委員會秘書必須在合理切實可行範圍內于所有成員方便情況下（應給予獨立非執行董事優先權）儘快召開有關會議。

4 Committee's Resolutions **委員會的決議**

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

經委員會的所有成員簽署的書面決議是有效及有作用的，該決議將視作為於委員會會議上通過。該決議可由多份相同格式，並由一位或多位成員簽署的檔組成。該決議可以傳真或其他電子通訊方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

5 Authorities **授權**

- (a) The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee or executive director and such persons are directed to co-operate with any request made by the Committee.

委員會已獲董事會授權調查在其職權範圍內的任何活動。委員會已獲授權向所有員工或執行董事索取任何所須的資料。而該等人仕已獲被指示必須對委員會所提出的任何要求合作。

- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

委員會已獲董事會授權，如委員會認為有需要，可由公司支付合理的費用向外索取法律或其他獨立專業意見及確保有關經驗及專業的外人出席會議。

- (c) The deputy financial officer shall report to the Committee in such form as is specified by the Committee.

副財務總監必須以委員會要求的形式向委員會報告。

- (d) The Committee shall report to the Board any suspected frauds or 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.

委員會必須向董事會報告任何其知悉並具足夠重要性需要使董事會知悉的懷疑欺詐或不合規則的事項，不遵守內部監控或懷疑侵犯法律法規及規例的行為。

- (e) 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 of the Company to include an explanation of the Committee's view and the reasons why the Board has taken a different view.

凡董事會不同意委員會對甄選、委任、辭任或罷免外聘核數師事宜的意見，委員會應安排在公司年報中的《企業管治報告》中列載委員會意見的建議，以及董事會持不同意見的原因。

- (f) The Committee is to be provided with sufficient resources to perform its duties.

委員會應獲供給充足資源以履行其職責。

6 General Responsibilities

一般責任

- (a) The Committee is to serve as a focal point for communication between other Directors, the external auditors and the internal auditors as regards their duties relating to financial and other reporting, internal controls, external and internal audits and such other matters as the Board determines from time to time.

委員會是作為其他董事，外聘核數師及內部核數師之間，就其對財務及其他彙報、內部監控、外部及內部審計的責任及董事會不時決定的其他事項的一個溝通的焦點。

- (b) The Committee is 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.

委員會透過對財務彙報提供獨立審閱及監督，及透過令其信納公司及其附屬公司（“集團”）的內部監控的有效性及內部和外部審計的足夠性，從而協助董事會履行其責任。

- (c) The Committee shall fulfill any other responsibilities as required by the Listing Rules from time to time.

委員會必須按上市規則不時的規定履行任何其他責任。

7 Duties 職責

The duties of the Committee shall include:

委員會的職責須包括：

Relationship with the Company's external auditors

與公司外聘核數師的關係

- (a) be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors, and any questions of their 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；

- (b) consider the plan for each year's audit submitted by the external auditors and discuss the same at a meeting if necessary;

考慮外聘核數師提交的每年核數計畫及，如需要，在會議中做出討論；

- (c) review and monitor the external auditors' independence and objectivity. In this connection, the Committee shall:

檢討及監察外聘核數師是否獨立客觀。就此而言，委員會必須：

- (i) obtain from the external auditors annually information about policies and process for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff;

每年向外聘核數師索取資料，瞭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式，包括輪換核數合夥人及職員的規定；

- (ii) conduct annual review of all non-audit services performed by the external auditors and the related fee levels, and to ensure that such services do not impair the independence of the external auditors; and

對由外聘核數師履行的所有非核數服務及相關的收費情況進行年度檢討，及確保該等服務不會影響外聘核數師的獨立性；及

- (iii) review the policies relating to the hiring of any staff or partners of the external auditors and consider whether as a result of such any subsequent hiring, there has been any impairment of the external auditors' judgment or independence in respect of the audit;

檢討有關雇用外聘核數師任何職員或合夥人的政策及考慮有否因任何該等雇用而損害外聘核數師在核數工作上的判斷力或獨立性；

- (d) review and monitor the effectiveness of the audit process in accordance with applicable standards and discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;

按適用的標準檢討及監察核數程式是否有效，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；

- (e) develop and implement policy on engaging the external auditors 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 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。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

審閱公司的財務資料

- (f) monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:

監察公司的財務報表以及年度報告及賬目、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。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 to 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
會計準則遵守情況；及

- (vi) compliance with requirements under the Listing Rules and other regulatory and legal requirements;
有關財務申報的上市規則及其他法律規定的遵守情況；

(g) regarding to (f) above:

就上述(f)項而言：

- (i) members of the Committee should liaise with the Board and senior management, and the Committee must meet, at least twice a year, with the Company's external auditors; and

委員會成員應與董事會及高層管理人員聯絡。委員會須至少每年與公司的外聘核數師開會兩次；及

- (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's head of finance and accounting, compliance officer or auditors;

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公司的財務及會計部負責人、監察主任或核數師提出的事項；

Oversight of the Company's financial reporting system and internal control procedures
監管公司財務申報制度及內部監控程序

- (h) review the Company's financial controls, internal control and risk management systems;

檢討公司的財務監控、內部監控及風險管理制度；

- (i) discuss the internal control system with management 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 staff of the Company's accounting and financial reporting function;

與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。討論內容應包括公司在會計及財務彙報職能方面的資源、員工履歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；

- (j) consider major investigation 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回應進行研究；

- (k) ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and review and monitor its effectiveness;

確保內部和外聘核數師的工作得到協調；也確保內部審核功能在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；

- (l) review the Group's financial and accounting policies and practices;

檢討集團的財務及會計政策及實務；

- (m) discuss any problems and reservations arising from the interim and final audits, and any matters the external auditors may wish to discuss (in the absence of management where necessary) and to assist in the resolution of any disagreements or difference between the external auditors and management;

討論由中期及期末審計引起的任何問題及保留；及外聘核數師希望討論的任何問題（如有必要，在管理層缺席的情況下），及協助解決外聘核數師與管理層之間的任何意見分歧；

- (n) review the external auditors' management letter, any material queries raised by the external auditors 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；

- (o) 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》中提出的事宜；

- (p) report to the Board on the above matters;

就上述事宜向董事會彙報；

- (q) consider other topics, as defined by the Board;

研究其他由董事會界定的課題；

- (r) review arrangements employees of the Company can use, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions;

檢討公司設定的以下安排：公司雇員可暗中就財務彙報、內部監控或其他方面可能發生的不正當行為提出關注。委員會應確保有適當安排，讓公司對此事宜作出公平獨立的調查及採取適當行動；

- (s) act as the key representative body for overseeing the Company's relations with the external auditors; and

擔任公司與外聘核數師之間的主要代表，負責監察二者之間的關係；及

- (t) establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Committee about possible improprieties in any matter related to the Company.

審核委員會應制定舉報政策及系統，讓雇員及其他與公司有往來者（如客戶及供應商）可暗中向審核委員會提出其對任何可能關於公司的不當事宜的關注。

8 Reporting Procedures **報告程式**

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting of the Committee, copies of the minutes/resolution setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

委員會應向董事會報告。在委員會的會議/書面決議之後的下一個董事會，委員會要向董事會呈交委員會會議紀錄/決議的副本。該會議記錄或決議應訂明委員會的調查結果、建議及決定。

- (b) Full minutes of Committee meetings shall be kept by the secretary of the Committee. Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records, within a reasonable time after the meeting.

委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

- (c) Copies of the minutes of meetings of the Committee shall be provided to the Board at its meetings.

委員會會議紀錄的副本要向董事會在其會議中提供。

- (d) Each member of the Committee who is an INED shall provide an annual confirmation of his independence to the Company in accordance with the requirements of the Listing Rules.

作為獨立非執行董事的委員會成員每年均須根據上市規則要求向公司提供確認函確認其獨立性。

9 Publication and Update of the Terms of Reference **職權範圍的發佈及更新**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Stock Exchange of Hong Kong Limited's website and the Company's website.

當有需要時，本職權範圍應就環境及法定要求（如上市規則）的改變而作出更新及修改。本職權範圍應透過將資料登載于香港聯合交易所有限公司網站及公司網站上向公眾公開。

10 Communication with Shareholders **與股東之通訊**

The chairman of the Board should attend the Company's annual general meeting and invite the chairman of the Committee or in the absence of the chairman of the Committee, invite another member of the Committee or failing this his duly appointed delegate, to attend and be available to answer questions at the Company's annual general meeting..

董事會主席應出席股東周年大會，並邀請委員會的主席，或在該委員會的主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）出席並在股東周年大會上回答提問。