

**CHINA YU TIAN HOLDINGS LIMITED**  
**中國宇天控股有限公司**

**董事會審核委員會職權範圍**  
**Terms of reference of**  
**the Audit Committee of the board of Directors**

**CHINA YU TIAN HOLDINGS LIMITED**  
**中國宇天控股有限公司**  
**(the “Company” and「本公司」)**

---

**Terms of reference of the Audit Committee (“Committee”)**  
**of the board of Directors (“Board”) of the Company**  
**董事會(「董事會」)審核委員會(「委員會」)**  
**職權範圍**

---

(中文本為翻譯稿，僅供參考用)

**1. CONSTITUTION**

**組成**

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 15 December 2015.

本委員會是按本公司董事會於2015年12月15日會議通過成立的。

**2. MEMBERSHIP**

**成員**

- 2.1 Members of the Committee shall be appointed by the Board from amongst the non-executive directors only of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. At least one member is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in rule 5.05(2) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

委員會由董事會從其非執行董事中委任組成，委員會人數最少三名，大部分委員應為獨立非執行董事，其中至少一名須按照香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)第5.05(2)條具備適當專業資格或會計或相關財務管理知識。

- 2.2 The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.

委員會主席由董事會委任及必須是獨立非執行董事。

- 2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘書為委員會的秘書。

- 2.4 The appointment of the members or secretary 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.

經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員或秘書。

2.5 A former partner of the Company's existing external auditor is prohibited from acting as a Committee member for a period of two years from the date of the person ceasing (i) to be a partner of the external auditor, or (ii) to have any financial interest in the external auditor, whichever is later as stipulated under the GEM Listing Rules.

根據GEM上市規則，本公司現任外聘核數師之前合夥人在(i)終止成為該外聘核數師的合夥人；或(ii)不在享有該外聘核數師財務利益的日期起算(以較後日期為準)兩年內不可以擔任委員會委員。

### 3. PROCEEDINGS OF THE COMMITTEE

### 會議程序

#### 3.1 Notice:

#### 會議通知：

(a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by giving at least seven days' notice.

(a) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員不時通知秘書的電話或傳真號碼或電郵地址或郵寄地址。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) 以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確實。

(d) Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular

(d) 召開會議的通告必須說明開會目的、開會時間、地點、議程及連同有關文件予各成員參閱。有關文件應與議程一起送出，而議程應與會議通告(或確認會議通告的函)一併發出。第3.4條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的

meetings of the Committee to be held as mentioned in clause 3.4 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

最少三天前(或委員會全體成員協定的其它時間內)送出。委員會其它所有會議在切實可行的情況下亦應採納以上安排。

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

**法定人數：**法定人數為兩位成員。

3.3 **Attendance:** The finance director, the head of internal audit (or any officer(s) assuming the relevant functions but having a different designation) and a representative of the external auditors shall normally attend meetings. Other Board members shall also have the right of attendance. However, at least twice a year the Committee shall meet with the external auditors without executive Board members present.

**出席：**主管財務的董事，公司內部核數的主管(或任何主管承擔類似工作，但被指定為不同職稱)及一位外聘核數師的代表通常應出席會議。其他董事會的成員亦有權出席會議。無論如何，委員會應至少每年兩次在沒有董事會的執行董事出席的情況下，會見外聘核數師。

3.4 **Frequency:** Meetings shall be held at least twice annually or more frequently if circumstances require and with unanimous written consent to consider the budget, revised budget and, if published for publication, quarterly report prepared by the Board. The external auditors may request the chairman of the Committee to convene a meeting, if they consider that one is necessary.

**開會次數：**每年最少開會兩次或(若有所需及有一致書面同意時)多於兩次，討論董事會提呈的預算、修訂預算及(若發行公布)季度報告草稿。如外聘核數師認為需要，可要求委員會主席召開會議。

#### 4. **WRITTEN RESOLUTIONS**

#### **書面決議**

4.1 Written resolutions may be passed by all Committee members in writing.

委員會成員可以以書面贊成方式通過任何決議，惟有關書面決議必須由所有委員會成員簽字。

#### 5. **ALTERNATE COMMITTEE MEMBERS**

#### **委任代表**

5.1 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

## 6. AUTHORITY OF THE AUDIT COMMITTEE 審核委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (a) 要求本公司及其任何附屬公司(統稱為「**本集團**」)的任何僱員及專業顧問(包括核數師)準備及提交報告及出席委員會會議提供所需資料及解答委員會提出之問題；
- (b) to monitor whether the Group’s management has, in the performance of their duties, infringed any policies set by the Board or any applicable law, regulation and code (including the GEM Listing Rules and other rules and regulations from time to time determined by the Board or a committee thereof);
- (b) 監控本集團管理人員在履行職務時有否違反董事會訂下的政策或適用的法律、守則(包括GEM上市規則及董事會或其委員會訂立的規則)；
- (c) to investigate any activity within these terms of reference and all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;
- (c) 調查本職權範圍中的任何活動及所有涉及集團的懷疑欺詐事件及要求管理層就此等事件作出調查及提呈報告；
- (d) to review the Group’s risk management and internal control procedures and systems;
- (d) 評審本集團風險管理及內部監管措施及系統；
- (e) to review the performance of the Group’s employees in the accounting and internal audit department;
- (e) 評審本集團的會計及內部核數部門僱員的表現；
- (f) to make recommendations to the Board for the improvement of the Group’s risk management and internal control procedures and systems;
- (f) 向董事會提出建議改善本集團風險管理及內部監控措施或系統；

- |  |  |
|--|--|
| (g) to request the Board to convene a shareholders' meeting (if necessary) for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;      | (g) 在有證據顯示本集團董事及其他僱員失職時，要求董事會召開股東大會(如有需要)罷免有關人員的職務；                  |
| (h) to request the Board to take all necessary actions, including convening an extraordinary general meeting, to replace and dismiss the auditors of the Group;  | (h) 要求董事會採取任何必要行為，包括召開特別股東大會，更替及罷免本集團的核數師；                           |
| (i) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary; | (i) 如委員會覺得有需要，可就涉及本職權範圍的事宜向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見並由本公司負責有關費用； |
| (j) to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company;   | (j) 如委員會覺得有需要，可委託製作報告或進行調查以協助履行其職務並由本公司負責有關費用；                       |
| (k) to have access to sufficient resources in order to perform its duties;   | (k) 可取得足夠資源以履行其職務；   |
| (l) where there is any disagreement between the Committee and the Board on the selection, appointment, resignation or dismissal of the external auditors which cannot be resolved, to report its own recommendation on such matters to the shareholders;                                   | (l) 當委員會及董事會在挑選、委任、辭退外聘核數師事宜上意見不合並未能解決時，可向股東報告其建議；                   |
| (m) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and   | (m) 每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議；及                           |



- (n) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- (n) 為使委員會能恰當地執行其於第七章項下的責任，其認為有需要及有益的權力。

6.2 The Committee should 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。

## 7. DUTIES

## 審核委員會的責任

### 7.1 The duties of the Committee shall be:

委員會負責履行以下責任：

#### *Relationship with the Company's auditors*

#### *與本公司核數師的關係*

- (a) to be primarily responsible for making recommendation 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;
- (a) 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) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (b) 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；
- (c) to discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;
- (c) 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；
- (d) to develop and implement policy on engaging of 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 Committee should report to
- (d) 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份的任何機構。

the Board, identifying and making recommendations on any matters where action or improvement is needed;

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**

- |  |   |
|--|---|
| (e) to monitor the 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 judgements contained in them; | (e) 監察本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； |
| (f) in reviewing these reports mentioned in paragraph (e) before submission to the Board, focusing particularly on:  | (f) 在向董事會提交上述第(e)段有關報表及報告前，應特別針對下列事項加以審閱：                           |
| (i) any changes in accounting policies and practices;  | (i) 會計政策及實務的任何更改；   |
| (ii) major judgmental areas;   | (ii) 涉及重要判斷性的地方；  |
| (iii) significant adjustments resulting from the audit;  | (iii) 因核數而出現的重大調整；  |
| (iv) the going concern assumption and any qualifications;  | (iv) 集團持繼續經營的假設及任何保留意見；   |
| (v) compliance with accounting standards;  | (v) 是否遵守會計準則；   |
| (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;  | (vi) 是否遵守有關財務申報的GEM上市規則及法律規定；                                       |
| (g) regarding (e) and (f) above:   | (g) 就上述(e)及(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 auditors; and   | (i) 委員會成員應與董事會及高級管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及                      |



- |  |  |
|--|--|
| <p>(ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, it should 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;</p> | <p>(ii) 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彙報職員、監察主任或核數師提出的事項；</p> |
|--|--|

***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**

- |  |  |
|--|--|
| <p>(h) to review the Company's financial controls, and unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;</p>  | <p>(h) 檢討本公司的財務監控，以及(除非有另設的董事會轄下風險委員會及或事會本身會明確處理)檢討本公司的風險管理及內部監控系統；</p>  |
| <p>(i) 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, internal audit and financial reporting function;</p> | <p>(i) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計、內部審核及財務彙報職能方面的資源、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；</p> |
| <p>(j) 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;</p>  | <p>(j) 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；</p>   |

- |   |   |
|---|---|
| (k) 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;   | (k) 如果本集團設有內部審核功能，須確保內部和外聘核數師工作得到協調；也須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察其成效；              |
| (l) to review the Group's financial and accounting policies and practices;  | (l) 檢討本集團的財務及會計政策及實務；   |
| (m) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;  | (m) 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；                         |
| (n) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;   | (n) 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；  |
| (o) 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 Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; | (o) 檢討本公司設定的以下安排：本公司僱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，讓本公司對此等事宜作出公平獨立的調查及採取適當行動； |
| (p) to act as the key representative body for overseeing the Company's relations with the external auditor;   | (p) 擔任本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；   |
| (q) to report to the Board on the matters set out above;  | (q) 就上述事宜向董事會彙報；  |
| (r) to consider other matters, as defined or assigned by the Board from time to time;   | (r) 考慮及執行董事會委派的其它事項；  |

## **Corporate Governance Functions**

## **企業管治職能**

- |  |                                   |
|--|-----------------------------------|
| (s) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;    | (s) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議； |
| (t) to review and monitor the training and continuous professional development of directors and senior management;               | (t) 檢討及監察董事及高級管理人員的培訓及持續專業發展；     |
| (u) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;             | (u) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；   |
| (v) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and | (v) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及 |
| (w) to review the Company's compliance with the code and disclosure in the corporate governance report.                          | (w) 檢討本公司遵守守則的情況及在企業管治報告內的披露。     |

## **8. REPORTING PROCEDURES**

## **會議紀錄及書面決議的傳閱**

- |  |  |
|--|--|
| 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.   | 委員會的完整會議紀錄及書面決議應由委員會秘書保存。  |
| 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records within a reasonable time after the meeting or the passing of the written resolutions. | 委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿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)。 |
| 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.  | 委員會秘書應將各財政年度委員會舉行的會議紀錄及個別成員出席紀錄備存於本公司。   |

**9. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

9.1 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.

**10. POWERS OF THE BOARD**

10.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

**本公司組織章程的持續適用**

就前文未有作出規範，但本公司章程細則作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

**董事會權力**

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及GEM上市規則的前提下(包括GEM上市規則之附錄十五《企業管治守則》及《企業管治報告》或公司自行制定的企業管治常規守則(如被採用))，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已採取的行動的有效性。

\* \* \*