Viewtrix Technology Co., Ltd
Terms of Reference of the Audit Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to strengthen the decision-making function of the board of directors (the "Board") of Viewtrix Technology Co., Ltd (the "Company"), realize ex-ante audit and professional audit, and continuously improve the corporate governance structure of the Company, in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Articles of Association of Viewtrix Technology Co., Ltd (the "Articles of Association") and other relevant laws and regulations, the Company has established the Audit Committee of the Board and formulated the following terms of reference in light of the actual conditions of the Company.

Article 2 The Audit Committee of the Board is mainly responsible for the communication, supervision and inspection of the Company's internal and external audits, the evaluation and improvement of the Company's internal control system, financial reporting, risk management and risk assessment of the Company's ongoing major investment projects, and exercises the functions and powers of supervisory committee stipulated by the Company Law. The Audit Committee of the Board shall report its work to the Board.

Chapter 2 Composition

Article 3 The Audit Committee shall consist of at least three (3) directors. Among them, all members shall be non-executive directors, with one-half (1/2) or more being independent non-executive directors and at least one (1) independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

Article 4 The members of the Audit Committee shall be nominated by the chairman of the Board, one-half (1/2) or more of the independent non-executive directors or one-third (1/3) or more of the members of the Board, and shall be elected by the Board through more than half of all the directors, and their appointment and dismissal shall be determined by the Board.

Article 5 Members of the Audit Committee must meet the following criteria:

(I) he/she does not fall into the categories where a person shall not serve as a director in accordance with the Company Law, the Hong Kong Listing Rules and other laws and regulations or the Articles of Association;

(II) he/she has not been declared as an unsuitable candidate by any stock exchange within the last three years;

(III) he/she has not been subject to any administrative penalties imposed by the China Securities Regulatory Commission due to gross violation of laws and regulations within the last three years;

(IV) he/she is familiar with relevant national laws and administrative regulations, demonstrates sound ethics, possesses relevant expertise in accounting or financial management, and is familiar with the operations and management of the Company;

(V) he/she adheres to the principle of integrity, is honest and self-disciplined, demonstrates dedication to duties, and actively safeguards the interests of the Company and shareholders;

(VI) he/she has strong capabilities in comprehensive analysis and independent judgment and the ability to work independently;

(VII) other criteria under other laws, regulations or the Articles of Association.

Article 6 A person who does not meet the criteria prescribed in the preceding article shall not be elected as a member of the Audit Committee. A member of the Audit Committee who becomes disqualified in accordance with the requirements of the preceding article during his/her term shall resign or be removed by the Board.

Article 7 The Audit Committee shall have one (1) chairperson, who shall be an independent non-executive director and shall possess appropriate professional qualifications or professional experience in accounting or financial management. The chairperson shall be appointed by the Board, and shall act as the convener of committee meetings and be responsible for directing the work of the committee.

Article 8 The term of office of a member of the Audit Committee is the same as that of him/her as a director, and committee members are eligible for re-election upon the expiry of their term of office. Before the expiry of his/her term of office, if a member ceases to be a director of the Company or a member who should be an independent non-executive director or a non-executive director no longer meets the conditions stipulated under relevant laws, regulations, the Hong Kong Listing Rules or the Articles of Association, such member shall automatically lose his/her membership. A committee member may resign before the expiry of his/her term of office, in which case he/she shall submit a written resignation letter to the Board, and the resignation letter can only take effect after being approved by the Board. Where the number of members of the committee falls below the required number or independent non-executive directors no longer constitute a majority of the committee due to members' resignation or removal or other reasons, the Board shall fill the vacancies in accordance with the above provisions. Additionally, the outgoing member shall continue to perform relevant duties in accordance with these terms of reference before the Board fills the vacancies in a timely manner in accordance with these terms of reference.

The daily liaison and meeting organization for the Audit Committee will be handled by relevant departments.

Chapter 3 Duties and Authorities

Article 9 The main duties of the Audit Committee include reviewing and supervising the Company's financial reporting, risk management and internal control systems, and assisting the Board in performing its audit duties. The Audit Committee has the following responsibilities and powers:

(I) Relationship with the Company's external auditor

(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 on its resignation or dismissal;

(2) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

(3) 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 shall report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

(II) Review of the Company's financial information

(4) 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 judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on: -

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

(vi) compliance with the Hong Kong Listing Rules and legal requirements in relation to financial reporting;

(5) For the purposes of paragraph (4) above: -

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

(ii) the Audit 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 staff responsible for the accounting and financial reporting function, compliance officer or auditors;

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

(6) to review the Company's financial controls, and unless expressly addressed by a separate risk committee of the Board, or by the Board itself, to review the Company's risk management and internal control systems;

(7) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to establish effective systems. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions;

(8) 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 such findings;

(9) 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;

(10) to review the financial and accounting policies and practices of the Group;

(11) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or control system and management's response;

(12) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

(13) to act as the principal representative between the Company and the external auditor, being responsible for monitoring the relationship between the two parties;

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

(15) to report to the Board on matters relating to the code provisions under the Corporate Governance Code contained in Appendix C1 to the Hong Kong Listing Rules;

(16) to consider other topics as defined by the Board;

(17) Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditor, the Company shall ensure that the Corporate Governance Report includes a statement from the Audit Committee explaining its recommendations and also the reasons why the Board has taken a different view;

(IV) to perform corporate governance procedures of the Company

(18) to formulate and review the Company's corporate governance policies and practices and make recommendations to the Board;

(19) to review and monitor the training and continuous professional development of directors and senior management of the Company;

(20) to review and monitor the Company's policies and practices in respect of compliance with legal and regulatory requirements;

(21) to develop, review and monitor the code of conduct and compliance manual for employees and directors of the Company, if any; and

(22) to review the Company's compliance with the code provisions under the Corporate Governance Code contained in Appendix C1 to the Hong Kong Listing Rules and disclosures in the Corporate Governance Report.

(V) to consider on the appointment and dismissal of the chief financial officer of the Company;

(VI) other matters stipulated in laws, regulations, rules, normative documents and the Articles of Association and authorized by the Board.

Article 10 The Audit Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for consideration and decision. The Audit Committee shall provide all research and discussions, materials and information to the Board in the form of reports, recommendations or summaries for the Board's study and decision-making.

Article 11 The chairperson shall fulfill the following duties:

(I) to convene and preside over committee meetings;

(II) to review and sign committee reports;

(III) to review the implementation of the resolutions and recommendations of the committee;

(IV) to report to the Board on behalf of the committee;

(V) to perform such other duties which should be performed by the chairperson.

If the chairperson is unable to perform his/her duties for any reason, another independent non-executive director appointed by him/her shall act on his/her behalf. In the absence of such appointment, a member elected by a majority of all members then capable of performing their duties shall act on his/her behalf.

Chapter 4 Rules of Procedure

Article 12 Meetings of the Audit Committee shall include regular meetings and extraordinary meetings. The Audit Committee shall convene at least one meeting each quarter. Regular meetings shall be held before the Board reviews the annual report and all members shall be notified five (5) days prior to the meeting (unless all members of the Audit Committee unanimously approve an exemption from such notice). Extraordinary meetings shall be held upon the request of the Board or the proposal of the chairperson of the Audit Committee, and all members shall be notified three (3) days prior to the meeting by means of correspondence, email or fax. With the consent of all members, the aforesaid notice period requirement may be waived, provided that the chairperson of the meeting shall make an explanation at the meeting and provide sufficient supporting information for the members to exercise their voting rights. The meeting shall be presided over by the chairperson of the committee. Where the chairperson is unable or fails to perform his/her duties, he/she shall appoint another member to act on his/her behalf; where the chairperson neither performs his/her duties nor appoints another member to act on his/her behalf, a majority of the members present may elect one (1) member to perform the duties on the behalf of the chairperson, and the relevant circumstance shall be reported to the Board in a timely manner.

Article 13 A notice of the meeting shall include at least the following information:

(I) the time, venue and manner of the meeting;

(II) the duration of the meeting;

(III) topics to be discussed at the meeting;

(IV) the contact person and contact details;

(V) the date of the meeting notice.

Article 14 The meeting agenda and all relevant meeting documents shall be sent to all members of the committee and, where appropriate, other attendees in a timely manner in accordance with the provisions of these terms of reference. Before the meeting, members shall fully read the meeting materials.

Article 15 As a general rule, meetings of the Audit Committee shall be held by way of on-site meeting, video conference or teleconference. Where it is impossible to hold an on-site meeting, video conference or teleconference due to emergencies, force majeure or other special reasons, the meeting may be held through written correspondence.

Article 16 The meeting of the Audit Committee shall be held only with the attendance of two-thirds (2/3) or more of its members. Each member shall have one vote. Resolutions made at the meeting must be passed by more than half of all the members present.

Article 17 Votes shall be taken by a show of hands or by poll at the meetings of the Audit Committee, and voting by correspondence may be adopted when necessary. For extraordinary meetings, voting by correspondence may be adopted.

Article 18 A written resolution passed and signed by all members of the Audit Committee shall be as valid as if it had been passed at a meeting duly held by the Audit Committee.

Article 19 Meetings of the Audit Committee shall be attended by members in person. If a member is unable to attend a meeting for any reason, he/she may appoint another member in writing to attend the meeting on his/her behalf. Where a member does not attend a meeting of the Audit Committee nor appoint a representative to attend such meeting, he/she shall be deemed to have abstained from voting at such meeting.

Article 20 If any member of the Audit Committee fails to attend in person nor appoint another member as his/her representative to attend meetings for two (2) consecutive times, such member shall be deemed to be unable to perform his/her duties, and other members of the Audit Committee shall recommend to the Board to remove and replace such member.

Article 21 Members of the audit working group may attend meetings of the Audit Committee as non-voting participants. Directors and senior management of the Company may also be invited to attend meetings of the Audit Committee as non-voting participants if necessary.

Article 22 If necessary, the Audit Committee may engage an intermediary to provide professional advice for its decision-making at the Company's expense.

Article 23 The procedures for holding an Audit Committee meeting, the voting methods and the resolutions passed at such meeting must comply with the provisions of relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

Article 24 Minutes of meetings of the Audit Committee shall record in sufficient detail the matters considered and decisions reached by the Audit Committee, including any concerns raised by the members or any dissenting views expressed by the members, and shall record at least the following: the date, time, venue, convener, chairperson, attendees (those appointed by others to attend the meeting shall be specially indicated), and agenda of the meeting, the key points of the members' speeches on the matters considered, the voting results (the number of votes in favor, against or abstain shall all be clearly indicated) of each matter and other matters that need to be explained and recorded in the minutes.

Article 25 The minutes of meetings shall be signed by each attending member; all documents, reports, resolutions and minutes of meetings of the Audit Committee shall be kept by the securities department in accordance with the file management system of the Company. The draft and final version of the minutes of meetings shall be sent to all committee members within a reasonable period of time after the meeting, with the draft being provided to members for comments and the final version being kept as a record thereof. Directors of the Company may inspect the minutes at any reasonable time upon reasonable notice.

Article 26 Members present at the meetings, and those present as observers, shall owe a duty of confidentiality with regard to matters discussed during such meetings. No unauthorized disclosure of such information shall be allowed, unless otherwise stipulated by relevant laws, regulations and/or rules of regulatory bodies.

Chapter 5 Abstention from Voting

Article 27 When a member of the Audit Committee or his/her immediate family members, or any company controlled by a member of the Audit Committee or his/her immediate family members has direct or indirect interests in the matters to be discussed at meetings of the Audit Committee, such member shall disclose the nature and extent of such interests to the Audit Committee as soon as possible.

Article 28 In the event of the circumstances described in the preceding article, the interested member shall abstain from voting at the meeting of the Audit Committee. However, if other members of the Audit Committee unanimously agree, after consideration, that such interests would have no material influence on matters to be voted on, the interested member may vote.

Article 29 Where the Board of the Company considers it is improper for the interested member in the preceding article to vote, it may revoke the voting results of the relevant resolution and request a re-vote on the relevant resolution by non-interested members.

Article 30 A meeting of the Audit Committee shall consider and resolve on proposals without counting the interested members toward the quorum. If the minimum quorum of the meeting of the Audit Committee is not present after the recusal of interested members, all members (including the interested members) shall resolve upon the procedural matters regarding whether to submit the resolution to the Board of the Company for approval, and the Board of the Company shall consider such resolution accordingly.

Article 31 Minutes of meetings of the Audit Committee and resolutions passed at the meetings shall clearly state that the interested members are not counted toward the quorum and have not voted on such resolutions.

Chapter 6 Supplementary Provisions

Article 32 The requirements of the Company Law, the Hong Kong Listing Rules and the Articles of Association on the obligations of directors are applicable to members of the Audit Committee.

Article 33 Any matters not covered herein shall be governed by relevant national laws, regulations, normative documents, the Hong Kong Listing Rules and the Articles of Association.

Article 34 Unless otherwise defined, the terms of "at least" and "at most" referred to in these terms of reference shall include the figure mentioned; the expression of "more than half" shall not include the figure mentioned.

Article 35 These terms of reference shall be considered and approved by the Board of the Company and shall be effective and implemented from the date of initial public offering of overseas listed shares (H shares) of the Company and listing on the Main Board of The Stock Exchange of Hong Kong Limited. These terms of reference shall take effect from the date of approval by the Board of the Company when any amendments are made. From the effective date of these terms of reference, the original Rules of Procedure of the Audit Committee of the Board of Directors of Viewtrix Technology Co., Ltd shall automatically lapse.

Article 36 These terms of reference shall be construed and interpreted by the Board of the Company.

Article 37 Unless otherwise provided or required by the context, the terms used herein shall have the same meanings as those in the Articles of Association.