KEYTOP PARKING INC.
廈門科拓通訊技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2272)

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

TERMS OF REFERENCE

Chapter 1 General Provisions

Article 1 To establish and regulate the audit systems and procedures of Keytop Parking Inc. (the "**Company**"), enhance the decision-making function of the board of directors (the "**Board**"), ensure the Board's effective supervision over the management and improve the corporate governance structure, the Audit Committee (the "**Committee**") under the board of directors of the Company is established with the Terms of Reference for the Audit Committee of the Board of Keytop Parking Inc. (the "**Terms**") in accordance with the Company Law of the People's Republic of China and other relevant laws, administrative regulations and normative documents (the "**National Laws and Regulations**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the articles of association of Keytop Parking Inc. (the "**Articles of Association**").

Article 2 The Committee is a special body under the Board, which is mainly responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audit work and internal control. The following matters shall be submitted to the Board for consideration after being approved by over half of all members of the Committee:

(I) disclosure of financial information in financial accounting reports and periodic reports, and the internal control evaluation report;

(II) engagement or dismissal of the accounting firm responsible for the Company's auditing business;

(III) appointment or dismissal of the Company's chief financial officer;

(IV) changes in accounting policies, accounting estimates, or corrections of material accounting errors for reasons other than changes in accounting standards;

(V) other matters as prescribed by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and the Articles of Association.

Article 3 The Terms shall apply to the Committee and the persons and departments involved in the Terms.

Chapter 2 Composition of the Committee

Article 4 The Committee shall consist of three directors. All members of the Committee shall be non-executive directors, including at least two independent non-executive directors, and the chairman shall be an independent non-executive director. The members of the Committee shall possess professional knowledge and business experience in finance or law, which are commensurate with their duties and responsibilities. The Committee shall include at least one independent non-executive director who has appropriate professional qualifications, accounting or related financial management expertise, and who shall comply with the requirements of the Hong Kong Listing Rules in respect of the qualifications of financial or accounting professionals on the audit committee.

With regard to "appropriate accounting or related financial management expertise", the person shall have, through experience as a public accountant or auditor or as a chief financial officer, principal accounting officer or other positions of a public company or through performance of similar functions, experience with internal controls and in preparing or auditing comparable financial statements or experience analysing audited financial statements of public companies. It is the responsibility of the Board to determine on a case-by-case basis whether the candidate is suitable for the position. In making its decision, the Board shall evaluate the totality of the individual's education and experience.

The Board shall evaluate the independence and performance of the members of the Committee on a regular basis, and replace any member who is not suitable to remain in the position when necessary. Former partners of the existing external auditor engaged by the Company shall be prohibited from acting as members of the Committee for a period of two years from the date of the person ceasing to hold office with the existing external auditor or to have any financial interest in the existing external auditor, whichever is later.

Article 5 Members of the Committee shall be nominated by the chairman of the Board, half or more of the independent non-executive directors or one-third or more of all directors and elected by the Board upon approval by over half of the directors.

Article 6 The Committee shall have a chairman, whose office shall be held by an independent non-executive director. The chairman is responsible for taking charge of the work of the Committee. The chairman shall be nominated by the chairman of the Board and considered and approved by the Board. The chairman of the Committee shall have appropriate accounting or related financial and accounting expertise.

Article 7 The term of office of the Committee shall be the same as that of the Board in the same session, and the term of office of members of the Committee shall be the same as their term of office as directors. The members of the Committee may be re-elected upon expiration of their terms of office. Where any member of the Committee ceases to be a director of the Company or any member who is an independent non-executive director no longer meets relevant independence requirements as set out in the Hong Kong Listing Rules during his/her term of office, his/her membership in the Committee shall terminate

automatically, and the Board shall appoint replacement members in accordance with the aforesaid provisions.

Article 8 A member of the Committee may tender his/her resignation to the Board prior to the expiration of his/her term of office. Such resignation report shall specify the reasons for the resignation and any matters that need to be brought to the attention of the Board. Where the number of members of the Committee falls below the minimum number specified in the Terms, the resigning member shall continue to perform the relevant duties until a new member is appointed to fill the vacancy.

Article 9 The members of the Committee may be changed during their terms of office where such change is proposed by the chairman of the Board and approved by the Board after discussion.

Article 10 Where the composition of the Committee fails to satisfy the requirements specified in the Terms, the Board shall, according to the Hong Kong Listing Rules, immediately state details and reasons for failure to satisfy the relevant requirements by announcement, and reasonably endeavor to fill the vacancy in a timely manner (in any case, within three months from the date on which the relevant requirements fail to be satisfied) according to the Terms. The term of office of the new member shall terminate at the end of his/her term of office as a director.

Article 11 With the coordination of the securities department, the internal audit department of the Company shall act as the executive body of the Committee to provide support and services to the Committee's work and undertake relevant work assigned by the Committee.

Chapter 3 Responsibilities of the Committee and Its Members

Article 12 The Committee, on behalf of the Board, shall conduct an independent evaluation and supervision of the compliance, legality and efficiency of the operation of the Company. The Committee primarily assumes the following responsibilities:

(I) to make 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 to handle any issues in relation to the resignation or dismissal of such auditor;

(II) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; the Committee should discuss with the auditor the nature, scope and method of the audit and reporting responsibilities before the audit commences.

To conduct the investigation on the independence of the external auditor, the Committee is required to complete the following:

1. to study the relationship between the Company and the auditor (including non-audit services);

2. to request the auditor annually to provide information about maintaining the independence and monitoring compliance with relevant requirements, including those for rotation of auditor partners and staff;

3. to meet the external auditor at least once a year without the presence of the management to discuss audit fees, any issues arising from the audit and any other matters the auditor may wish to raise;

(III) to develop and implement policies on engaging an external auditor to supply non-audit services. For this purpose, an external auditor includes any entity that is under common control, ownership or management with the auditor or any entity that a third party with reasonable knowledge of all relevant information would reasonably conclude to be part of the local or international operation of the audit firm. The Committee shall report to the Board, identify and make recommendations on matters where action or improvement is needed;

(IV) to monitor the integrity of the Company's financial statements, annual reports and accounts, half-year reports and quarterly reports (if any), and to review important opinions regarding financial reporting in such statements and reports. Special attention shall be paid to any fraud, malpractices and material misstatements associated with financial statements and reports. In reviewing the annual reports and accounts, half-year and quarterly reports of the Company before submission to the Board, the Committee shall focus particularly on the following matters:

1. any change in accounting policies and practices;

2. where significant judgements are involved;

3. significant adjustments resulting from audit;

4. the going concern assumption of the enterprise and any qualified opinions;

5. whether accounting standards have been complied with;

6. whether the Hong Kong Listing Rules and other legal requirements in relation to financial reporting have been complied with.

(V) for the purpose of paragraph (IV) of this Article:

1. the members of the Committee shall liaise with the Board and senior management of the Company. The Committee shall convene at least two meetings per year with the external auditor of the Company;

2. the Committee shall consider any significant or unusual matters that are, or may need to be, reflected in such reports and accounts and shall pay due attention to any matters that have been raised by the Company's staff responsible for accounting and financial reporting function, compliance officer or external auditors of the Company;

(VI) to monitor the financial control, internal control and risk management system of the Company;

(VII) to discuss the risk management and internal control system with the management to ensure that the management has performed its duty to establish an effective risk management and internal control system. Considerations should be given to, among others, whether the resources, staff qualifications and experience in relation to the Company's accounting and financial reporting functions are adequate, and whether the training programs received by staff and the relevant budget are sufficient.

(VIII) to research major investigation findings on risk management and internal control matters and management's response to these findings on its own initiative or as delegated by the Board;

(IX) to monitor the internal audit system of the Company, to ensure that the internal audit system is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness of the internal audit system;

(X) to facilitate communications between the internal audit department and the external auditor to coordinate their work;

(XI) to review the financial and accounting policies and practices of the Company;

(XII) to review the Explanatory Letter on Auditing provided by the external auditor to the management, any material queries raised by the auditor to the management about accounting records, financial accounts or systems of control and the reply from the management;

(XIII) to ensure that the Board provides a timely response to the matters raised in the Explanatory Letter on Auditing provided by the external auditor to the management;

(XIV) to review the following arrangements of the Company: the employees of the Company can, in confidence, raise concerns regarding potential improprieties in financial reporting, internal control or other matters. The Committee shall ensure that proper arrangements are in place for the Company to conduct fair and independent investigations and to take necessary follow-up actions accordingly;

(XV) to act as the primary representative between the Company and the external auditor, responsible for overseeing the relationship between the two parties;

(XVI) to review the risk management strategies and solutions for major risk management issues;

(XVII) to verify the list of connected persons (as defined in the Hong Kong Listing Rules) of the Company, to conduct an overall audit of all connected transactions and regular review of connected transactions of the Company, including a review of the decisions on connected transactions of the Company and their implementation within 10 days following the end of each half-year period, and a general review of all connected transactions of the Company within 30 days following the end of each annual period. The Committee shall report the results of such reviews to the Board after forming its review opinion;

(XVIII) to assess and identify the environmental, social and governance risks of the Company, and to ensure the establishment of an appropriate and effective system for environmental, social and governance risks and internal control;

(XIX) to report to the Board on the matters as stated in the Terms and the code provisions of Appendix C1 to the Hong Kong Listing Rules;

(XX) to deal with other matters as authorized by the Board and as required by the National Laws and Regulations;

(XXI) to perform the duties of the board of supervisors as required by the Company Law of the People's Republic of China;

(XXII) to perform other duties of the Committee as required by the laws, administrative regulations, the CSRC, regulatory rules of the place where the Company's shares are listed, and the Hong Kong Listing Rules, as revised from time to time.

Article 13 The chairman of the Committee assumes the following duties:

(I) to convene and preside over meetings of the Committee;

(II) to supervise and examine the performance of the Committee and the implementation of the resolutions of the Committee;

(III) to sign the relevant documents of the Committee;

(IV) to report the work of the Committee to the Board;

(V) to attend the Company's annual general meeting and answer shareholders' questions about the Committee's duties.

(VI) where the chairman of the Committee is unable to attend the annual general meeting, any other member or duly appointed representative shall attend the meeting on his/her behalf;

(VII) to perform other duties as required or delegated by the National Laws and Regulations, the Hong Kong Listing Rules, the Terms and the Board.

Article 14 A member of the Committee primarily assumes the following responsibilities:

(I) to attend meetings of the Committee punctually, and express opinions on the matters discussed and exercise voting rights at the meetings;

(II) to submit proposals for discussion at the meetings of the Committee;

(III) to attend or observe relevant meetings of the Company, conduct studies and research, and obtain reports, documents, materials and other relevant information necessary for the performance of his/her responsibilities;

(IV) to fully understand the responsibilities of the Committee and his/her role as a member of the Committee, and be familiar with the Company's operation and management, business activities and development related to his/her responsibilities to ensure his/her capability for the performance of responsibilities;

(V) to ensure that he/she has devoted sufficient time and attention to fulfil his/her responsibilities;

(VI) to perform other duties and powers as granted by the National Laws and Regulations, the Hong Kong Listing Rules, the Terms and the Board.

Article 15 The Committee should be provided with sufficient resources to perform its duties.

Article 16 The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited and the Company.

Chapter 4 Meetings of the Committee

Article 17 Meetings of the Committee shall be classified as regular meetings and extraordinary meetings.

Article 18 The Committee shall hold at least one regular meeting every quarter, and the written notice (via email, SMS, or other electronic means) shall be served on all members three days prior to such meeting. One of the regular meetings shall be held before the review of the annual report by the Board every year.

Article 19 The Committee may convene extraordinary meetings when necessary. The chairman of the Committee shall issue a written notice to convene a meeting within three days from the date of the actual occurrence of any of the following circumstances:

(I) where the Board deems it necessary;

(II) where the chairman of the Committee deems it necessary;

(III) where it is proposed by two or more members of the Committee.

The external auditor of the Company may request the holding of an extraordinary meeting if it deems necessary.

Article 20 The internal audit department shall serve the notice of the meeting in writing (via email, SMS, or other electronic means) on each of member of the Committee and relevant persons being invited to attend the meeting as observers three days prior to the date of the meeting (except in special circumstances where the requirement of prior notice is exempted, provided that the chairman of the meeting shall explain at the meeting). The notice of the meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person of the meeting and other relevant data.

The audit, finance and legal departments and the securities department of the Company shall prepare and provide the Committee with relevant materials necessary for the matters to be discussed at the meeting, and liaise with all involved parties, including the Company's relevant experts, external experts, scholars, and intermediaries engaged by the Committee during the meeting.

Article 21 Upon receipt of the notice of the meeting, all members of the Committee shall promptly provide confirmation and reply relevant information (including but not limited to the confirmation of attendance and itinerary arrangements) through appropriate means.

Article 22 All members of the Committee shall attend the meeting in person. Where a member is unable to attend the meeting in person for any reason, such member may, by signing and submitting a proxy form, authorize another member of the Committee to attend and express opinions at the meeting on his/her behalf. Such proxy form shall expressly state the scope and term of the authorization. Each member may appoint only one other member as his/her proxy to exercise the voting right on his/her behalf for each meeting. Where a member authorizes two or more members to exercise the voting right on his/her behalf, such authorization shall be invalid. In addition, no member shall accept any such authorization from two or more members concurrently.

The members attending a meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member does not attend a meeting in person or authorize another member of the Committee to exercise the rights on his/her behalf, and does not submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting his/her opinions in writing with respect to any matter on the meeting agenda, provided that such written opinions shall be submitted to the internal audit department in any event no later than the commencement of the meeting.

Article 23 If a member fails to attend meetings of the Committee in person or authorize another member to attend such meetings on his/her behalf, nor does he/she submit any opinion in writing prior to the meetings on two consecutive occasions, or if such member fails to attend in person at least three-fourths of all meetings of the Committee held within a year, such member shall be deemed unable to perform his/her duties as a member of the Committee, and the Board may replace him/her in accordance with the Terms.

Article 24 The quorum of a meeting of the Committee shall be two-thirds or more of members of the Committee. Meetings of the Committee shall be presided over by the chairman of the Committee, who may appoint another member to act on his/her behalf when he/she is unable to attend the meeting. Where the chairman of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the same to the Board, and the Board shall appoint another member of the Committee who is an independent non-executive director to perform the duties of the chairman of the Committee.

Chapter 5 Procedures of Meetings

Article 25 Each member of the Committee shall have one vote. A resolution of the meeting shall be passed by over half of the votes of all members. Where the meeting fails to reach a valid resolution due to the recusal of any member, the relevant matter shall be considered directly by the Board.

Article 26 Meetings of the Committee shall be held by way of on-site meeting, video conference or teleconference in principle. Should it be impracticable to hold an on-site meeting, video conference or teleconference in case of emergency, force majeure or other special circumstances, an extraordinary meeting may be held by means of written communication. Where a meeting is conducted by means of written communication, the members of the Committee shall submit to the Board their written opinions with respect to the matters to be discussed within the period specified in the notice of the meeting.

Article 27 Voting at the meetings of the Committee shall be conducted by a show of hands or by poll. Where any member cannot sign the resolution in real time during a teleconference or video conference, he/she may first express his/her opinions orally and provide his/her written signature to that effect as soon as possible, provided that there is no discrepancy between the opinions expressed orally during the meeting and those later signed in writing.

Article 28 All matters on the agenda shall be discussed during the meeting of the Committee, and the members of the Committee shall explicitly, independently and fully express their opinions based on their own judgement. Any disagreement shall be recorded in the meeting summary to be presented to the Board.

Article 29 The Committee may invite directors, relevant senior management and relevant experts of the Company, external experts, scholars, intermediaries and relevant persons to attend the meeting as observers. Those invited shall give explanations and elaborations on any matters as requested by any member of the Committee.

Article 30 Where it deems necessary, the Committee may, upon approval of the Board, seek professional advice from external professionals or organizations. Any reasonable cost so incurred shall be borne by the Company.

Article 31 Where a member of the Committee is interested in any matter being considered by the Committee, such member shall recuse himself/herself from such matter.

Article 32 All persons attending the meetings of the Committee shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

Chapter 6 Minutes and Summary of the Committee Meetings

Article 33 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the internal audit department and shall contain the following information:

(I) serial number, form, date, venue and name of the chairman of the meeting;

(II) attendance and absence of members in person and by proxy;

(III) name and title of each attendee;

(IV) agenda of the meeting;

(V) main points made by the members of the Committee and other relevant attendees;

(VI) name of the minutes taker;

(VII) abstention of any interested member (if any), which shall be specified in the minutes or the relevant resolutions.

All members of the Committee present at the meeting shall sign the minutes, which shall be delivered to all members of the Committee within a reasonable period of time after the meeting of the Committee for their comments.

Article 34 After each meeting of the Committee, the internal audit department shall prepare a meeting summary recording the considerations and discussions of the meeting.

Copies of the meeting summary shall be submitted to the Board and sent to all members of the Committee, the Board secretary, the audit, finance and legal departments of the Company and other relevant departments and persons.

Article 35 The complete minutes of meetings of the Committee should be kept by a duly appointed company secretary. Meeting summary, proxy forms, written opinions of the members and other materials of meetings of the Committee shall be kept by the securities department in accordance with the relevant filing system of the Company.

Chapter 7 Supplementary Provisions

Article 36 Unless otherwise stated, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 37 The terms "**or more**" and "**within**" as referred to in the Terms include the given figure, and the term "**over**" does not include the given figure.

Article 38 For any matter not covered in the Terms, or where any contradiction with any national laws, administrative regulations, normative documents, relevant regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended under lawful procedures promulgated after the Terms become effective, such laws, administrative regulations, normative documents, relevant regulatory rules of the listing place where the Company's shares are listed and the Articles of Association shall prevail and the Terms shall be amended in a timely manner.

Article 39 The rights of interpretation and amendment of the Terms shall be vested in the Board.

Article 40 The Terms have been considered and approved by the general meeting and shall become effective and applicable from the date of listing of the overseas listed foreign shares (H shares) issued by the Company on The Stock Exchange of Hong Kong Limited. From the effective date of the Terms, the original Terms of Reference for the Audit Committee of the Company shall automatically become invalid.

Article 41 The Terms are available in both Chinese and English. In case of any discrepancy, the Chinese version shall prevail.

Keytop Parking Inc.