

**Ming Fai International Holdings Limited**  
**明輝國際控股有限公司**

**AUDIT COMMITTEE – TERMS OF REFERENCE**

**審核委員會職權範圍**

**1. Membership**

**成員**

1.1 The Audit Committee shall be appointed by the Board of Directors (the “**Board**”) and must consist of a minimum of three members (the “**Members**”).  
審核委員會應由董事會委任及最少由三名成員組成。

1.2 Membership shall be confined to non-executive Directors only. The majority of the Audit Committee must be independent non-executive Directors (“**INEDs**”) and at least one INED must be with appropriate professional qualifications or accounting or related financial management expertise.

審核委員會的成員應為非執行董事。過半數的成員須為獨立非執行董事，而其中至少一名獨立非執行董事須具備適當專業資格，或具備適當的會計或相關的財務管理專長。

1.3 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED.

審核委員會的主席須由董事會委任及須為獨立非執行董事。

1.4 former partner of the Company’s existing auditing firm shall be prohibited from acting as a Member of the Audit Committee for a period of one year commencing on the later of (a) the date of his/her ceasing to be a partner of the firm; or (b) the date of his/her ceasing to have any financial interest in the firm.  
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，不得擔任審核委員會的成員：(a) 他終止成為該核數公司合夥人的日期；或(b) 他不再享有該核數公司財務利益的日期。

## **2. Secretary**

### **秘書**

- 2.1 The Company Secretary shall be the secretary of the Audit Committee.  
公司秘書應為審核委員會的秘書。
- 2.2 Notwithstanding any other provisions in this terms of reference, the Audit Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Audit Committee.  
儘管其他條款另有規定，審核委員會可不時委任其他具有合適資格和經驗的人士擔任審核委員會秘書。

## **3. Meetings**

### **會議**

- 3.1 The Audit Committee shall meet at least twice each year. The Company's external auditors may request a meeting if they consider that one is necessary.  
審核委員會每年須至少召開兩次會議。公司的外聘核數師如認為需要，可要求召開會議。
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.  
會議須有為期最少7天的通知，但即使會議召開的通知期短於前述通知期，如獲半數成員同意召開該會議，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。如果會議延期少於7天，無須就延會另行發出通知。
- 3.3 The quorum of the Audit Committee shall be two Members.  
審核委員會的法定人數為兩名成員。
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.

會議可以親身出席、電話或視像會議形式召開。成員可通過電話會議或其他類似的通訊工具參與會議，只要參與會議的各方可互相聽到。

- 3.5 Resolutions of the Audit Committee at any meetings shall be passed by a majority of votes of the Members present.

審核委員會會議的決議須由出席會議過半數的成員通過。

- 3.6 A resolution in writing signed by all the Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.

一份由審核委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的審核委員會會議通過一樣。

- 3.7 Minutes shall be kept by the secretary of the Audit Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

會議紀錄應由審核委員會秘書保存。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送發全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

#### **4. Attendance and Voting at Meetings**

##### **出席會議及投票**

- 4.1 At least twice a year, representatives of the Company's external auditors will meet the Audit Committee without any Executive Directors being present, except by invitation of the Audit Committee.

公司的外聘核數師代表將每年至少與審核委員會開會兩次，而在該會議上，除獲得審核委員會邀請，執行董事不會出席。

- 4.2 At the invitation of the Audit Committee, the following persons may attend the meeting:

如獲審核委員會邀請，下列人士可出席會議：

- (i) Head of Internal Audit (if there exists such function) or a representative from Internal Audit;  
內部核數部門主管(如有內部核數部門)或內部核數部門的代表;
- (ii) Group Finance Director or Head of Accounts Department (or person occupying the same position); and  
集團財務董事或會計部主管(或任相等職位的人士);

(iii) other members of the Board; and

董事會其他成員;及

(iv) other persons.

其他人士。

4.3 Only Members of the Audit Committee are entitled to vote at the meetings.

只有審核委員會成員有權在會議上投票。

## **5. Annual General Meeting**

### **公司周年大會**

5.1 The Chairman of the Audit Committee or a Member of the Audit Committee (who must be an INED) of the Audit Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Audit Committee's activities and its responsibilities.

審核委員會主席或一名成員(須為獨立非執行董事)須出席公司周年大會，並須為回答股東就審核委員會的活動和其職責的提問作準備。

## **6. Responsibility and Powers**

### **權責**

The responsibility of the Audit Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting system and internal control procedures. The Audit Committee shall have the following responsibilities and powers:

審核委員會的職責為協助董事會通過審閱及監管公司的財務申報制度及內部監控程序履行其審計職責。審核委員會負有以下責任和權力：

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

#### *與公司核數師的關係*

6.1 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 resignation or dismissal of that auditor;

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；

- 6.2 to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences<sup>Note 1</sup>;

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；審核委員會應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<sup>附註1</sup>；

- 6.3 to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall 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 having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken;

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分的任何機構。審核委員會應就其認為必須採取的行動或改善的事項向董事會報告，並建議有哪些可採取的步驟；

#### *Review of financial information of the Company*

##### *審閱公司的財務資料*

- 6.4 to monitor integrity of financial statements of the Company and the Company's 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 this regard, in reviewing the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Audit Committee should focus particularly

on:-

監察公司的財務報表及公司年度報告及賬目、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。在這方面，審核委員會在向董事會提交有關公司年度報告及賬目、半年度報告及（若擬刊發）季度報告前作出審閱有關報表及報告時，應特別針對下列事項：

- (i) any changes in 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  
是否遵守會計準則; 及
- (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting.  
是否遵守有關財務申報的《上市規則》及其他法律規定。

6.5 In regard to 6.4 above:-

就上述6.4項而言：-

- (i) members of the Audit Committee must liaise with the Board, senior management and  
審核委員會成員須與公司的董事會、高層管理人員及
- (ii) the Audit Committee must meet, at least twice a year, with the Company's auditors; and  
審核委員會至少每年與公司的核數師開會兩次; 及
- (iii) the Audit Committee shall 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 Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors.

審核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，並須適當考慮任何由公司屬下會計及財務匯報職員、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*

- 6.6 to 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;
- 6.7 to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system; including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;  
與管理層討論內部監控系統，確管理層已履行職責建立有效的內部監控系統；包括考慮發行人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;
- 6.8 to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;  
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的回應進行研究;
- 6.9 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 the effectiveness of the internal audit function;  
如公司設有內部核數功能，須確保內部和外聘核數師的工作得到協調；也須確保內部核數功能在公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察內部核數功能是否有效;

- 6.10 to 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;
- 6.11 to review the external auditor's management letter, any material queries raised by the auditor to management in respect of 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;
- 6.12 to ensure that the Board will provide a timely response to the issues raised in the external auditor's 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;
- 6.13 to report to the Board on the matters set out in this Terms of Reference;  
就本職權範圍條文所載的事宜向董事會匯報;
- 6.14 to review arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action.  
檢討以下安排：公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓公司對此等事宜作出公平獨立的調查及採取適當行動。
- 6.15 to consider other topics, as defined by the Board;  
研究其他由董事會界定的課題。

## **7. Reporting**

### **匯報**

- 7.1 The Audit Committee shall report to the Board after each meeting.  
審核委員會每次會議結束後，須向董事會匯報。

## 8. Authority

### 權力

8.1 The Audit Committee is authorized by the Board to inspect all accounts, books and records of the Company.

董事會授權審核委員會查閱公司所有的賬目、簿冊和記錄。

8.2 The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of discharging its duties.

審核委員會有權要求公司的管理層提供關於公司、公司的附屬公司或聯屬公司的財務狀況的資料，以便其履行職責。

8.3 A Director as a Member of the Audit Committee may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a Member of the Audit Committee to the Company.<sup>Note 2</sup>

作為審核委員會的董事可在適當情況下索取獨立專業意見，以便其可履行作為審核委員會成員的職責，而有關費用由公司負責。<sup>附註2</sup>

8.4 The Audit Committee shall be provided with sufficient resources to discharge its duties.

審核委員會應獲供給充足資源以履行其職責。

## 9. Publication of the Terms of Reference

### 公司職權範圍

9.1 This terms of reference will be posted on both the websites of the Company and Hong Kong Exchanges and Clearing Limited.

本職權範圍將登載於公司及香港聯合交易所有限公司網站上。

### Notes:

附註：

- (1) The Audit Committee may establish the following procedure to review and monitor the independence of external auditors:

審核委員會或可考慮設立以下程序，以檢討及監察外聘核數師的獨立性：

- (i) consider all relationships between the Company and the audit firm (including the provision of non-audit services);  
研究公司與核數師之間的所有關係（包括有否提供非核數服務）；
  - (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  
每年向核數師索取資料，了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序；有關規則包括就轉換核數合夥人及職員的現行規定；
  - (iii) meet with the auditor, 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 auditor may wish to raise.  
至少每年在管理層不在場的情況下會見核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及核數師想提出的其他事項。
- (2) The Audit Committee may agree with the Board the Company's policies relating to the hiring of the employees or former employees of the external auditors and monitor the application of such policies. The Audit Committee should then be in a position to consider whether in the light of this there has been any impairment or appearance of impairment, of the auditor's judgment or independence in respect of the audit.  
審核委員會或可考慮與董事會共同制定有關公司僱用外聘核數師職員或前職員的政策，並監察應用此等政策的情況。審核委員會就此應可考慮有關情況有否損害（或看來會損害）核數師在核數工作上的判斷力或獨立性；
- (3) The Audit Committee would normally be expected to ensure that the provision by an external auditor of non-audit services does not impair the external auditor's independence or objectivity. When assessing the external auditor's independence or objectivity in relation to the provision of non-audit services, the Audit Committee may consider:-  
審核委員會一般應確保外聘核數師在提供非核數服務時其獨立性或客觀

性不會受到損害。當評估外聘核數師於提供非核數服務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 audit firm make it a suitable supplier of the non-audit services;  
就核數師的能力和經驗來說，其是否適合為公司提供該等非核數服務；
- (ii) whether there are safeguards in place to ensure that there is no threat to objectivity and independence in the conduct of the audit resulting from the provision of such services by the external auditor; 是否設有預防措施，可確保外聘核數師在提供此等服務時不會對其核數工作的客觀性及獨立性造成威脅；
- (iii) the nature of the non-audit services, the related fee levels and the fee levels individually and in aggregate relative to the audit firm; and  
該等非核數服務的性質、有關費用的水平，以及就該核數師來說，個別服務費用和合計服務費用的水平；及
- (iv) the criteria which govern the compensation of the individuals performing the audit.  
釐定核數職員酬金的標準。

2. Arrangement to seek professional advice could be made through Company Secretary.

審核委員會可通過公司秘書對索取專業意見作出安排。