Optics Valley Union Holding Company Limited
光谷聯合控股有限公司

TERMS OF REFERENCE OF THE AUDIT COMMITTEE
審核委員會權責範圍

Optics Valley Union Holding Company Limited
光谷聯合控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(the "Company")
(「公司」)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE ADOPTED BY THE BOARD ON MARCH 6, 2014 AND AMENDED ON MARCH 24, 2016 AND AUGUST 18, 2016

董事會於2014年3月6日採納並於2016年3月24日及2016年8月18日修訂的審核委員會職權範圍

1 Membership
成員

(a) The Audit Committee (the "**Committee**") shall be appointed by the board of directors of the Company (the "**Board**") from amongst the non-executive directors of the Company and shall consist of not less than three members, a majority of which should be independent non-executive directors of the Company ("**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 (the "**Exchange**") (the "**Listing Rules**"). The constitution of the Committee shall comply with the requirements of the Listing Rules as amended from time to time.

審核委員會(「**委員會**」)須由公司董事會(「**董事會**」)從非執行董事中委任。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(「**獨立非執行董事**」)佔大多數。其中至少有一名成員是須按香港聯合交易所有限公司(「**聯交所**」)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。委員會的組成必須遵守不時更新的上市規則的要求。

(b) The chairman of the Committee shall be an INED.

委員會的主席必須是獨立非執行董事。

(c) A former partner of the Company's existing auditing firm shall be prohibited from acting as a member of the Committee for a period of 1 year from the date of his or her ceasing:

(i) to be a partner of the auditing firm; or

(ii) to have any financial interest in the auditing firm,

whichever is later to occur.

現時負責審計公司賬目的核數公司的前任合夥人自以下日期(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／她終止成為該核數公司合夥人的日期；或

(ii) 他／她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 for a meeting of the Committee shall be two members, both of whom must be INEDs.

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。

(b) The chairman (or co-chairman, as the case may be) of the Board, the financial controller and internal auditor shall normally attend meetings of the Committee. A representative of the external auditors shall be invited to attend the meetings of the Committee where appropriate. Other staff who have specific responsibility for an area under review may also be invited to attend.

一般來說，董事會主席(或聯席主席，視情況而定)、財務總監及內部核數師必須出席委員會會議。如需要，外聘核數師的代表亦應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 and 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) Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through 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，而透過該設備令參與會議的所有人應能夠聽見對方。根據本條款所述方式參加會議的人士將構成以個人方式參加該會議。

3 Frequency and Proceedings of Meetings
會議的次數

(a) Meetings of the Committee shall be held not less than twice a year. The external auditors or any members of the Committee may request a meeting if they consider necessary. Upon the receipt of such request, the secretary of the Committee shall convene 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2次。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、切實和可行的範圍內及方便所有成員(應給予獨立非執行董事優先權)的情況下儘快召開有關會議。

(b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least 7 days' prior notice.

除非委員會的所有成員一致同意，否則，會議只能在至少7天通知的情況下召開。

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

經委員會的所有成員簽署的書面決議，有如該決議是於委員會會議上通過，一樣具有同等效力。該決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。該決議可以透過傳真或其他電子通訊方式簽署及傳閱。本條文不得違反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，而該等人士已獲指示須對委員會所提出的所有要求作出合作。

(b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee 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界尋求法律或其他獨立專業意見及確保具備相關經驗及專業知識的外界人士出席會議。

(c) The Committee shall report to the Board any suspected frauds or irregularities, failures of internal control and suspected infringements of any laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

如委員會知悉或懷疑公司內有任何欺詐、不合規則、不遵守內部監控或侵犯法律、法規及規例的行為，而委員會認為該等行為具足夠重要性須讓董事會知悉，委員會便應就該行為向董事會報告。

(d) The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee shall be provided upon request and the role and function of the Committee should be explained in the Corporate Governance Report in the annual report of the Company.

委員會應公開其職權範圍，於公司網站及聯交所網站解釋其角色及董事會轉授予其的權力。當有人提出要求提供委員會的職權範圍，公司須按要求提供。同時，公司亦應在公司年報中的《企業管治報告》中解釋委員會的角色。

(e) Where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Committee shall make arrangements to disclose in the Corporate Governance Report in the annual report of the Company an explanation of the Committee's recommendation and the reason(s) 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》中列載委員會建議的聲明，以及董事會持不同意見的原因。

(f) The Committee shall 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 shall serve as a focal point for communication between other directors, the external auditors and the internal auditors regarding 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.

委員會應就其對財務及其他匯報、內部監控、外部和內部審計的責任及董事不時決定的其他事項作為其他董事、外聘核數師及內部核數師之間的一個溝通的焦點。

(b) The Committee shall 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.

委員會應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，對財務匯報提供獨立檢討及督導從而協助董事會履行其責任。

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

委員會必須按上市規則及其不時更新的規定履行其他責任。

7 Duties
職責

The duties of the Committee shall be:
委員會的職責必須是：

Relationship with the Company's auditors
與公司核數師的關係

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

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 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劃及，如需要，在會議中就該計劃作出討論；

(c) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. In this connection, the Committee shall consider establishing the following procedures to review and monitor the independence of external auditors:

按適用的標準檢討及監察外聘核數師是否獨立及客觀以及核數程序是否有效。就此而言，委員會必須考慮設立以下程序，以檢討及監察外聘核數師的獨立性：

(i) consider all relationships between the Company and the external auditors (including non-audit services);

研究公司與外聘核數師之間的所有關係(包括非核數服務)；

(ii) meet with the external auditors, 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 external auditors may wish to raise;

至少每年在管理層不在場的情況下會見外聘核數師一次，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外聘核數師想提出的其它事項；

(iii) obtain from the external auditors annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including provision of non-audit services and requirements regarding rotation of audit partners and staff;

每年向外聘核數師索取資料，了解核數師就保持其獨立性以及在監察有關規則執行方面所採納的政策和程序，包括有關提供非核數服務及就輪換核數合夥人及職員的規定；

(iv) conduct annual review of all non-audit services performed by the external auditors, the nature of the non-audit services, the related fee levels and the fee levels individually and in aggregate relative to the external auditors, the criteria which govern the compensation of the individuals performing the audit, the safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditors provide non-audit services, and to ensure that such services do not impair the independence or objectivity of the external auditors; and

對由外聘核數師履行的所有非核數服務之性質、有關費用的水平，以及就該外聘核數師來說，個別服務費用和合計服務費用的水平以及釐定核數職員酬金的標準進行年度檢討，及考慮是否設有預防措施，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；及

(v) review the policies on hiring employees or former employees of the external auditors, monitor the application of these policies and consider whether there has been or appears to be any impairment of the external auditors' judgment or independence for the audit.

檢討有關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及就此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。

(d) to discuss with the external auditors the nature and scope of the audit and reporting obligations before the audit commences;

於核數工作開始前，先與外聘核數師討論核數性質和範圍及有關的申報責任；

(e) to develop and implement policy on engaging external auditors to supply non-audit services. For this purpose, "external auditors" 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本土或國際業務的一部份的任何機構。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) to monitor the integrity of the Company's financial statements and annual report and accounts, half-yearly reports 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 Committee shall focus particularly on:

監察公司的財務報表及年度報告及賬目、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 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

會計準則遵守情況；及

(vi) compliance with Listing Rules and legal requirements in relation to financial reporting.

是否遵守有關財務申報的上市規則及法律規定。

(g) Regarding (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

委員會成員須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 shall consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, and 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;

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, risk management and internal control systems
監管公司財務申報制度、風險管理及內部監控系統

(h) 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；

(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 programs and budget of the Company's accounting and financial reporting function;

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。討論內容應包括公司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；

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

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；

(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;

如公司設有內部審核功能，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) 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；

(m) to review the external auditors' management letter, any material queries raised by the auditors to management about 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所作出的回應；

(n) to 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；

(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; to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions; and to act as the key representative body for overseeing the Company's relations with the external auditor;

檢討公司設定的以下安排：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。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；及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。

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

就上述事宜向董事會匯報；及

(q) to consider other topics, as defined by the Board.

研究其他由董事會界定的課題。

8 Reporting Procedures
報告程序

(a) The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report their decisions and recommendations of the Committee to the Board and the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委員會應向董事會匯報其決定或建議，除非該等委員會受法律或監管限制所限而不能作此匯報(例如因監管規定而限制披露)。在委員會會議之後的下一個董事會會議，委員會主席須向董事會匯報其決定及建議，公司秘書應向董事會呈交委員會會議紀錄／書面決議的副本。該會議記錄或書面決議應訂明委員會的調查結果、建議及決定。

(b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records within 7 days after the meeting is held.

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7天內先後發送委員會全體成員，初稿供成員表達意見，最後定稿則作其紀錄之用。

(c) The Committee shall make available the chairman of the Committee (or in his absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about audit issues.

委員會應安排委員會主席(若委員會主席未能出席，則至少一名委員)出席股東週年大會，並在會上回答股東就審計問題有關的提問。

(d) To include a report on how the audit committee met its responsibilities in its review of the quarterly (if relevant), half-yearly and annual results, risk management and internal control systems, the effectiveness of the Company's internal audit function, and its other duties under the Corporate Governance Code in the Company's Corporate Governance Report in the annual report.

審核委員會應在公司年報中的《企業管治報告》內就其如何履行審閱季度(如有)、半年度及年度業績以及檢討風險管理及內部監控系統的職責、公司內部審核功能的有效性和履行《企業管治守則》所列其他責任作出報告。

9 Revision of the Terms of Reference
職權範圍的更新

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). Any amendment to these terms of reference shall be by way of resolution of the Board and shall be in full compliance with the Listing Rules and any other regulatory requirements.

當有需要時，本職權範圍應就環境及法定要求(如上市規則等)的變更而作出更新及修改。任何對此職權範圍之修改，須由董事會通過決議，有關修改須完全符合上市規則及其他監管要求。