

**QUANTUM THINKING LIMITED**  
**量子思維有限公司**

**TERMS OF REFERENCE FOR THE**  
**AUDIT COMMITTEE**  
**審核委員會職權範圍**

Quantum Thinking Limited  
量子思維有限公司  
Terms of Reference for the Audit Committee  
審核委員會職權範圍

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*Constitution*

*組織*

1. The board of directors (the “**Board**”) of Quantum Thinking Limited (the “**Company**”) hereby resolves to establish an audit committee of the Board (the “**Audit Committee**”). The constitution of the Audit Committee should comply with the requirements of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited from time to time.  
量子思維有限公司（「**本公司**」）董事會（「**董事會**」）現議決於董事會轄下成立一個審核委員會（「**審核委員會**」）。審核委員會的組成必須不時遵守香港聯合交易所有限公司 GEM 證券上市規則（「**《GEM 上市規則》**」）的要求。

*Membership*

*成員*

2. The members of the Audit Committee should be appointed by the Board from amongst the non-executive directors of the Company only and must consist of not less than three members, a majority of whom must be independent non-executive directors. A quorum should be two members, one of whom should be an independent non-executive director.  
審核委員會成員須只能由董事會從本公司的非執行董事中委任。審核委員會最少須由三名成員組成，其中佔大部分須為獨立非執行董事。審核委員會的會議法定人數為兩人，其中一人應為獨立非執行董事。
3. At least one of the members is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules.  
最少一名成員為具備《創業板上市規則》第 5.05(2)條所要求之適當的專業資格，或具備適當的會計或相關的財務管理專長之獨立非執行董事。
4. A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Audit Committee for a period of 2 years commencing on the date of the person ceasing (whichever is the later):  
現時負責審計本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）起計兩年內，不得擔任本公司審核委員會的成員：

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- (a) to be a partner of the firm; or  
該名人士終止成為該公司合夥人的日期；或
  - (b) to have any financial interest in the firm.  
該名人士不再享有該公司財務利益的日期。
- 5. The chairperson of the Audit Committee should be appointed by the Board and must be an independent non-executive director.  
審核委員會主席須由董事會委任，並且必須為一位獨立非執行董事。
- 6. The company secretary should be the secretary of the Audit Committee.  
審核委員會秘書為公司秘書。

***Attendance at meetings***  
**出席會議**

- 7. Unless otherwise agreed by all the members of the Audit Committee, a meeting of the Audit Committee (the “**Meeting**”) should be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary should, at any time summon a Meeting. Notice should be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally should be confirmed in writing. Notice of Meeting should state the time and place of the Meeting and should be accompanied by an agenda together with other documents which may be required to be considered by the members for the purposes of the Meeting.  
除非審核委員會全體成員同意，審核委員會會議（「**會議**」）的召集至少需要 14 天通知。成員可以，及秘書必須根據成員的要求，於任何時間召開會議。向各成員發出的會議通知必須於會議召開之前至少 14 天通過親身口頭傳遞、或者以書面、電話、電傳、電報或傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼或地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知必須以書面形式確認。會議通知必須註明會議舉行的時間和地點，並須附上議程及其他可能需要成員在會議上考慮的文件。

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8. Attendees should normally include Audit Committee's members, the Finance Director (or any officer(s) assuming the relevant functions but having a different designation), the Head of Internal Audit (where an internal audit function exists), a representative of the external auditors and those with meaningful input to the Audit Committee's activities. However, at least once a year the Audit Committee should meet with the external and internal auditors (if any) without executive Board members present.

出席人員一般包括審核委員會成員、財務總監（或任何承擔相關職能但擁有不同指稱的高級管理人員）、內部核數部門主管（如公司設有內部核數部門）、外聘核數師的代表及對審核委員會的事宜投入有意義工作的人士。然而，審核委員會須每年最少一次在董事會執行董事避席的情況下，與外聘核數師及內部核數師（如有）舉行會議。

9. Members of the Audit Committee may attend Meetings either in person or through other electronic means of communication.

審核委員會成員可以親身出席方式或以其他電子通訊設備形式參加會議。

10. The secretary of the Audit Committee or in his absence, his representative or any one member, should be the secretary of the Meetings.

審核委員會秘書或其未克出席，其代表或任何一位審核委員會成員將出任會議秘書。

11. Resolutions of the Audit Committee at any Meeting should be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

任何審核委員會的會議如超過兩名成員列席，其決議必須經由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

### *Frequency of meetings*

### 會議次數

12. Meetings should be held not less than twice a year. The external auditors may request a Meeting if they consider that one is necessary.

會議次數須不少於每年兩次。外聘核數師如認為有需要，可要求召開會議。

*Authority*  
**權力**

13. The Audit Committee is authorised by the Board to investigate activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit Committee.  
董事會授權審核委員會按照其職權範圍進行任何調查。審核委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與審核委員會合作，滿足其任何要求。
14. The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.  
董事會授權審核委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

*Duties*  
**職務**

15. The duties of the Audit Committee should be:  
審核委員會的職務如下：

*Relationship with the Company's auditors*  
與本公司核數師的關係

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;  
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. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations

before the audit commences and ensure co-ordination where more than one audit firm is involved;

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；如有超過一家核數師事務所參與工作，則應確保他們互相協調；

- (c) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, “external auditor” should 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 and making recommendations on any matters in respect of which it considers that 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及提供意見；

*Review of financial information of the Company*

審閱本公司的財務資料

- (d) to monitor integrity of financial statements of the Company and the Company’s annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgments contained in them. In this regard, in reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:

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  
是否遵守會計準則；及
  - (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;  
是否遵守有關財務申報的《創業板上市規則》及法律規定；
- (e) In regard to (d) above:  
就上述(d)項而言：
- (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  
審核委員會成員須與的董事會及高級管理人員聯絡。審核委員會須至少每年與本公司的核數師開會兩次；及
  - (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report 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本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*  
監管本公司財務申報制度、風險管理及內部監控系統

- (f) 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;

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又或董事會本身會明確處理）檢討發行人的風險管理及內部監控系統；

- (g) to discuss with the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems including the adequacy of resources, staff qualifications and experience, training programmes 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，包括考慮本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是否充足；
- (h) 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;  
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這些調查結果的回應進行研究；
- (i) to discuss problems and reservations arising from the interim and final audits or quarterly review, and any matters the auditor may wish to discuss (in the absence of management where necessary);  
與核數師討論在中期及全年或季度帳目審核中出現的問題及存疑之處，以及核數師希望討論的其他事宜(如有需要，可在管理層避席的情況下進行)；
- (j) 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；
- (k) 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；



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- (l) to review the Company's statement on risk management and internal control systems (where one is included in the annual report) prior to endorsement by the Board;  
如年報載有關於本公司風險管理及內部監控制度的陳述，則應於提呈董事會審批前先行審閱；
- (m) 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;  
如本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本公司內部有足夠的資源運作，並且享有適當的地位，以及檢討及監察內部核數功能是否有效；
- (n) to report to the Board on the matters set out in provision of terms of reference of the Audit Committee;  
就審核委員會職權範圍條文所載的事宜向董事會匯報；
- (o) 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；
- (p) to review arrangements 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;  
檢討本公司設定的安排，以便本公司僱員可暗中就財務匯報、風險管理、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，讓本公司對此等事宜作出公平獨立的調查及採取適當行動；
- (q) to act as the key representative body for overseeing the Company's relations with the external auditor; and  
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；以及
- (r) to consider other topics, as defined by the Board.  
研究其他由董事會界定的課題。

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*Review of corporate governance functions of the Company*  
*審閱本公司的企業管治職能*

- (s) to develop and review the Company's policies and practices on corporate governance and make recommendations to the board;  
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;  
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;  
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  
制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；  
以及
- (w) to review the Company's compliance with the Corporate Governance Code under the requirement of the GEM Listing Rules and disclosure in the Corporate Governance Report.  
檢討本公司遵守創業板上市規則內要求的《企業管治守則》的情況及在《企業管治報告》內的披露。

*Reporting responsibility and procedures*  
*彙報責任及程序*

16. Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.  
凡董事會不同意審核委員會對甄選、委任、辭任或罷免外聘核數師事宜的意見，本公司應在《企業管治報告》中列載審核委員會闡述其建議的聲明，以及董事會持不同意見的原因。

17. Full minutes of the Meetings should be kept by a duly appointed secretary of the Meeting (who should normally be the company secretary). Draft and final versions of the minutes of the Meetings should be sent to all Audit Committee members for their comment and records respectively, in both cases within a reasonable time after the Meeting.

完整的會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。會議紀錄的初稿及最後定稿須在會議後一段合理時間內先後發送審核委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

18. The secretary or his representative should circulate the minutes of the Meetings and reports of the Audit Committee to all members of the Board.

審核委員會秘書或其代表須將會議記錄及審核委員會報告向董事會全體成員傳閱。

***Publication of the terms of reference of the Audit Committee***  
**刊登審核委員會職權範圍**

19. The terms of reference of the Audit Committee will be posted on the websites of the Company and the GEM, and will be made available upon request.

審核委員會的職權範圍應登載於本公司及創業板的網站上，及在有人要求時，提供有關資料。

***Others***  
**其他事項**

20. The chairperson of the Audit Committee or in his absence, another member of the Audit Committee or failing this, his duly appointed delegate, should attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Audit Committee's activities and their responsibilities.

審核委員會的主席，或在該委員會的主席缺席時由另一名審核委員會成員（或如該名成員未能出席，則其適當委任的代表）須出席股東周年大會並在股東周年大會上回答有關審核委員會的職能及責任的提問。

21. The Audit Committee should be provided with sufficient resources to perform its duties.

審核委員會應獲提供充足資源以履行其職責。