

**Expert Systems Holdings Limited**

思博系統控股有限公司

董事會審核委員會權責範圍及程序

**Terms of reference of  
the Audit Committee of the Board of Directors**

**Expert Systems Holdings Limited**  
**思博系統控股有限公司**  
**(“Company”) (“本公司”)**

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**Terms of reference of the Audit Committee (“AC”)  
of the Board of Directors (“Board”) of the Company**

**董事會(“董事會”)審核委員會(“審委會”)  
權責範圍及程序**

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首次採納日期：2016年3月15日  
First adoption date: 15 March 2016  
修訂日期：2024年6月25日  
Revised on: 25 June 2024

有效期至：長期 (直至另行通知)  
Validity: Continuous (until further notice)

**1. Membership**

**成員**

GEM LR  
5.28

- 1.1 The AC shall comprise not less than three members of the Board to be appointed by the Board. All members of the AC must be non-executive directors of the Company, at least one of whom is an independent non-executive director (“INED”) with appropriate professional qualifications or accounting or related financial management expertise and the majority of whom should be INEDs.

審委會成員由董事會從董事會成員中委任，成員人數應不少於三位。所有審委會的成員必須為本公司的非執行董事，其中至少要有一名是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，及大多數成員應為獨立非執行董事。

GEM LR  
5.28

- 1.2 The Board shall appoint the chairman of the AC who should be one of the INEDs sitting on the AC. In the absence of the chairman of the AC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting.

審委會主席由董事會委任，此主席應為審委會成員中的一位獨立非執行董事。如審委會主席或副主席未能出席會議，其他出席會議的成員應互選其中一人擔任主席。

1.3 Only members of the AC have the right to attend the AC meetings. However, any director, executive or other person may be invited to attend the meetings when the AC considers that their attendance can assist it to discharge its duties.

只有審委會的成員方可出席審委會之會議。然而，若審委會認為任何董事、行政人員或其他人士可協助該會履行職責，則可邀請該等人士出席會議。

GEM LR  
APP C1  
D.3.2

1.4 A former partner of the Company's existing auditing firm should be prohibited from acting as a member of the AC for a period of 2 years from the date of his or her ceasing:

現時負責審計本公司帳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，不得擔任本公司審委會的成員：

- (a) to be a partner of the firm; or  
(b) to have any financial interest in the firm,
- (a) 他/她終止成為該公司合夥人的日期；或  
(b) 他/她不再享有該公司財務利益的日期。
- whichever is the later.

## 2. Frequency and proceedings of meetings

## 會議次數及程序

GEM LR  
APP C1  
D.3.3(e)(i)

2.1 The AC shall meet at least twice a year. The external auditors may request a meeting if they consider it necessary.

審委會應至少每年開會兩次。外聘核數師如認為有需要，可要求召開會議。

2.2 The quorum for meetings of the AC shall be two members. A duly convened meeting of the AC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the AC.

審委會會議的法定人數應為兩名委員。正式召開而達到法定中數的審委會會議有權履行審委會獲賦予的一切或任何授權、權力和酌情權。

2.3 AC members may pass resolutions by way of written resolutions, but such must be passed by all AC members in writing.

審委會成員可以書面決議方式通過任何決議，惟必須所有審委會成員書面同意。

## 3. Secretary

## 秘書

GEM LR  
APP C1  
D.3.1

3.1 The company secretary of the Company (or a duly appointed secretary of the meeting) shall act as the secretary of the AC.

公司秘書(或由正式委任的會議秘書)應擔任審委會秘書。

## 4. Notice of Meetings

## 會議通告

4.1 Meetings of the AC shall be convened by the chairman of the AC.

審委會的會議應由審委會主席召開。

4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the AC and any other person required to attend at least three working days before the intended meeting date.

除非另有協定，否則載有會議地點、時間、日期及載有會議議題之議程的通告，應於擬定開會日期之前最少三個工作天送交審委會各成員及其他需要出席會議的人士。

- 4.3 Any AC member may or, at the request of an AC member, the secretary to the AC shall, at any time summon an AC meeting. Notice shall be given to each AC member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such AC member or in such other manner as the AC members may from time to time determine.
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- 4.5 The Head of Finance (or any officer(s) assuming the relevant functions but having a different designation), the Head of Internal Audit (or any officer(s) assuming the relevant functions but having a different designation) and a representative of the external auditors shall normally attend meetings. However, at least once a year the AC shall meet with the external auditors without management present.
- 任何審委會成員或審委會秘書(應審委會成員的請求時)可於任何時候召集審委會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他審委會成員不時議定的方式發出予各審委會成員(以該成員不時通知秘書的電話號碼、傳真號碼、位址或電子郵箱位址為準)。
- 任何口頭會議通知應在切實可行範圍內儘快及在會議召開前以書面方式確實。
- 公司內部財務的主管(或任何主管承擔類似工作,但被指定為不同職稱),公司內部核數的主管(或任何主管承擔類似工作,但被指定為不同職稱)及一位外聘核數師的代表通常應出席會議。無論如何,審委會應至少每年一次在沒有管理層出席的情況下,會見外聘核數師。

## 5. Minutes of the Meetings

## 會議記錄

- 5.1 Minutes of the AC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Within a reasonable time after the meeting, (i) draft versions of minutes of the meetings should be sent to all AC members for their comment and records, and (ii) the final version of the minutes of the meetings should be sent to, all AC members and, unless there is a conflict of interest, to all other members of the Board for their information.
- 5.2 The secretary of the AC shall keep the minutes and resolutions passed at the AC meetings and such minutes and resolutions shall be open for inspection at any reasonable time on prior reasonable notice by any director save when there is a conflict of interest.
- 審委會的會議記錄應詳細記錄會議上審議的事項及所作出的決定,包括會上提出的關注及相反意見。於會議完成後的一段合理時間內,(i)會議記錄的初稿應供審委會所有成員傳閱,以供提出意見及作其紀錄之用,及(ii)會議記錄的最後定稿應供審委會所有成員傳閱,以供提出意見及作其紀錄之用及若無利益衝突,亦應供董事會其餘全部成員傳閱,以供參考。
- 審委會秘書應保存審委會之會議記錄及通過決議案之文件。除非有利益衝突,否則任何董事可在提出合理通知後,於任何合理時間內查閱該等會議記錄及決議案。

GEM LR  
APP C1  
C.5.5 and  
D.3.1

GEM LR  
APP C1  
C.5.4

## 6. Annual General Meeting

- 6.1 The chairman of the AC shall attend (or in his/her absence, appoint another member of the committee or failing this his/her duly appointed delegate, to attend) the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities and responsibilities of the AC.

## 7. Duties

- 7.1 The AC shall:

7.1.1 consider, and make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

GEM LR  
APP C1  
D.3.3(a)

7.1.2 review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;

GEM LR  
APP C1  
D.3.3(b)

7.1.3 discuss with the external auditors before the audit commences the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one external audit firm is involved;

GEM LR  
APP C1  
D.3.3(b)

7.1.4 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 AC should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

GEM LR  
APP  
C1DC.3.3  
(c)

## 股東周年大會

審委會主席應出席（若審委會主席未克出席，則委任另一名委員出席；或如該名委員未能出席，則其適當委任的代表出席）本公司的股東周年大會，並準備回答股東有關審委會事務及職責的問題。

## 責任

審委會應：

就本公司外聘核數師的委任、重新委任及罷免作出考慮及向董事會提供建議，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；

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；

於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任；如多於一家外聘核數師公司參予核數工作時，確實它們的互相配合；

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、擁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份的任何機構。審委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；

GEM LR APP C1 D.3.3(d)	7.1.5 monitor integrity of the Company's financial statements, annual report and accounts, half-year report and, if required for publication, quarterly reports, and review significant financial reporting judgments contained in them;	監察本公司的財務報表以及年度報告及帳目、半年度報告及季度報告(如擬備刊發)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;
GEM LR APP C1 D.3.3(d)	7.1.6 review the Company's annual report and accounts, half-year report and, if required for publication, quarterly reports before submission to the Board, focusing particularly on:	在向董事會提交本公司年度報告及帳目、半年度報告及季度報告(如擬備刊發)前,特別針對下列事項加以審閱:
	(a) any changes in accounting policies and practices;	會計政策及實務的任何更改;
	(b) major judgmental areas;	涉及重要判斷的地方;
	(c) significant adjustments resulting from the audit;	因核數出現的重大調整;
	(d) the going concern assumptions and any qualifications;	企業持繼續經營的假設及任何保留意見;
	(e) compliance with accounting standards;	是否遵守會計準則;
	(f) compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (" <b>GEM Listing Rules</b> ") and legal requirements in relation to financial reporting;	是否遵守有關財務申報的香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)及法律規定;
	(g) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Company;	關連交易安排屬否公平合理及對本公司盈利的影響;
	(h) whether all relevant items have been adequately disclosed in the Company's financial statements and whether the disclosures give a true and fair view of the Company's financial conditions;	有否在本公司的財務報表中充分披露所有相關事項,及有關披露能否就本公司的財政狀況提供真實及公正的看法;

(i) any significant or unusual items that are, or may need to be, reflected in such reports 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; and

考慮該等報告及帳目中所反映的任何重大或不尋常專案,並應適當考慮任何由發行人屬下會計及財務匯報職員、監察主任或核數師提出的事項;及

(j) the cashflow position of the Company;

本公司現金流量的狀況;

and provide advice and comments thereon to the Board;

並就此向董事會提供建議及意見;

7.1.7 as regards 7.1.6 above:

就上述7.1.6項而言:

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

審委會成員須與董事會及高級管理人員聯絡;審委會須至少每年與本公司的核數師開會兩次;及

(b) the AC 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;

審委會應考慮於該等報告及帳目中所反映或需反映的任何重大或不尋常事項,並應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;

7.1.8 discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);

與核數師討論中期有限度評審及年度審核所遇上的問題、或核數師認為應當討論的其它事項(本集團管理層可能按情況而須避席此等討論);

7.1.9 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)檢討本公司的風險管理及內部監控系統;

GEM LR  
APP  
CIDC.3.3  
(e)(i)

GEM LR  
APC115  
D.3.3(e)(ii)

GEM LR  
APP C1  
D.3.3(f)

GEM LR APP C1 D.3.3(g)	7.1.10 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 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。討論內容應包括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又是否充足;
GEM LR APP C1 D.3.3(h)	7.1.11 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調查結果的回應進行研究;
GEM LR APP C1 D.3.3(i)	7.1.12 (where an internal audit function exists) ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review and monitor, its effectiveness;	(如本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本公司內部有足夠資源運作, 並且有適當的地位檢討及監察其成效;
GEM LR APP C1 D.3.3(k)	7.1.13 prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Company's interim and/or annual reports;	草擬工作報告以交董事會審閱, 及草擬工作報告概要以刊於本公司的中期及/或年度報告;
GEM LR APP C1 D.3.3(l)	7.1.14 consider the major findings of internal investigations and management's response;	考慮內部調查報告及管理層回應的主要發現;
GEM LR APP C1 D.3.3(m)	7.1.15 review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;	檢討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、財務帳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;
GEM LR APP C1 D.3.3(n)	7.1.16 ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;	確保董事會可及時回應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;
GEM LR APP C1 D.3.3(o)	7.1.17 report to the Board on the matters set out in D.3.1 to D.3.7 of the Corporate Governance Code in Appendix C1 to the GEM Listing Rules;	就GEM上市規則附錄C1《企業管治守則》D.3.1 - D.3.7條文的事宜向董事會匯報;



GEM LR APP C1 D.3.3(n)	7.1.18 consider other topics, as defined or assigned by the Board from time to time;	研究其它董事會不時界定或委派的課題；
GEM LR APP C1 D.3.3(j)	7.1.19 review the financial and accounting policies and practices of the Company and its subsidiaries;	檢討本公司及其旗下子公司之財務及會計政策及實務；
GEM LR APP C1 D.3.7(a)	7.1.20 review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters;	檢討本公司設定的以下安排：本公司僱員可暗中就財務匯報、內部監控或其它方面可能發生的不正當行為提出關注；
GEM LR APP C1 D.3.7(a)	7.1.21 ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;	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；
GEM LR APP C1 D.3.7(b)	7.1.22 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；及
GEM LR APP C1 D.3.4	7.1.23 make available its terms of reference, explaining the AC's role and the authority delegated to it by the Board by including them on the respective website of the GEM of The Stock Exchange of Hong Kong Limited and the Company.	在香港聯合交易所有限公司GEM及本公司各自的網站公開其職權範圍，解釋審委會的角色及董事會授予其的權力。

## **8. Reporting Responsibilities**

## **報告責任**

- |     |   |   |
|-----|---|---|
| 8.1 | The AC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless there are legal or other regulatory restrictions on the AC's ability to do so.                         | 除非另有法律或其他法規限制審委會的職能外，審委會每次開會後，審委會主席應就審委會在其職責範圍內討論的一切事宜，向董事會提交正式的報告。   |
| 8.2 | The AC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.  | 審委會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。                      |
| 8.3 | The AC shall provide to the Board all the information set out in paragraph D.3.1 to D.3.7 of Appendix C1 to the GEM Listing Rules, to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix C1. | 審委會應向董事會提供GEM上市規則附錄C1第D.3.1至3.7段所述的一切資料，方便公司在年報內編制企業管治報告，以符合該附錄C1的規定。 |

**9. Authority**

**權力**

9.1 The AC is authorized to investigate any activity within its terms of reference. The AC is also authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties.

審委會有權按照其權責範圍進行任何調查。審委會有權為履行職責而向本公司任何僱員合理地索取任何資料。

9.2 The AC may obtain, at the expense of the Company, legal or other professional advice on any matters within its terms of reference.

審委會可就任何在其權責範圍內之事宜，尋求法律或其他專業意見，所需費用由本公司支付。

9.3 The AC should be provided with sufficient resources to perform its duties.

審委會應獲供給充足資源以履行其職責。

**10. Other**

**其他**

10.1 The AC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval.

審委會應每年檢討其權責範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。