

# WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

## 環宇物流（亞洲）控股有限公司

（於開曼群島註冊成立的有限公司）

（股份代號：8012）

（「本公司」）

### 審核委員會 — 職權範圍

於二零一五年十二月十六日經本公司董事會（「董事會」）批准。

## 1 成員

- 1.1 審核委員會（「委員會」）成員由董事會不時從本公司非執行董事中選任，人數不得少於三名，大部分成員須為本公司獨立非執行董事。據香港聯合交易所有限公司創業板證券上市規則第 5.05(2)條所規定，至少一名委員會成員須為具備適當專業資格或會計或相關財務管理專長的本公司獨立非執行董事。
- 1.2 本公司現時的核數公司不時的前合夥人自彼不再(a)為該核數公司合夥人或(b)擁有該核數公司任何財務利益之日（以較遲者為準）起計一年期間內，不得擔任委員會成員。
- 1.3 委員會主席由董事會委任，並應由本公司獨立非執行董事擔任。
- 1.4 委員會成員之任期須由董事會釐定。

## 2 會議

### 2.1 出席會議

- (i) 於正常情況下，負責本公司及其附屬公司（「本集團」）會計及財務申報職能的員工、本集團內部核數師（倘本公司設有內部審核職能）及本集團外聘核數師的代表須出席會議。委員會可於其認為合適及適當之情況下，在本公司執行董事或高級管理人員避席的情況下，與內部核數師及／或外聘核數師舉行非公開會議。
- (ii) 除獲委員會另行委任者外，公司秘書為委員會秘書，倘公司秘書缺席會議，則由委員會一名成員或其代名人擔任秘書。

### 2.2 舉行會議次數及程序

- (i) 委員會須每年舉行至少四次會議。外聘核數師或委員會任何成員如認為需要，可要求舉行會議，並要求本公司管理層列席或避席。

- (ii) 委員會會議法定人數須為兩名成員，其中一名須為本公司獨立非執行董事。任何委員會成員或其他出席會議人士，可親身出席或透過電話會議或同類通訊器材參與委員會會議，惟所有出席會議之人士須能聆聽其他與會者發言。正式召開的委員會會議如有足夠法定人數出席，便可行使委員會所獲賦予或可行使的全部或任何授權、權力及酌情權。
- (iii) 在委員會全體成員的同意下，可藉書面決議案通過委員會決議案。
- (iv) 決議案須由出席會議的委員會成員以大多數票通過，出席成員的大多數票即代表委員會的行事。

### 2.3 會議通告

- (i) 委員會會議由委員會主席召開或按董事會的要求召開。
- (ii) 除另有協定外，確定會議地點、時間及日期連同將討論事項的議程之會議通告，須不遲於會議舉行日期前五個工作日向委員會各名成員、本公司行政總裁、本公司財務總監及任何須出席的其他人士發出。

## 3 職權

- 3.1 委員會獲董事會授權進行任何其權力範圍內的調查。委員會於履行上文載列的職權時，獲授權向本公司及其附屬公司任何僱員索求任何所需資料，所有有關僱員必須應委員會的要求與委員會合作。
- 3.2 委員會獲董事會授權，可委任擁有相關經驗及專業知識的法律或其他獨立專業顧問，協助委員會履行職權範圍所載職務，費用由本公司承擔。委員會如認為需要，可邀請有關專業顧問出席會議。
- 3.3 委員會獲授權可於有需要時要求本公司管理層提供履行其於職權範圍所載職務的所需資源。
- 3.4 委員會獲授權審視任何對財務報告、風險管理及內部監控或其他事宜可能存在不當情況引起疑慮之安排。
- 3.5 委員會須獲提供充足資源以履行其職責。

## 4 責任

- 4.1 委員會就有關財務及其他報告、風險管理及內部監控、外部及內部審核（倘本公司設有內部審核職能）以及董事會不時決定的其他事項的職務上，在本公司其他董事、外聘核數師和內部核數師之間擔當重要的溝通橋樑。
- 4.2 委員會負責協助董事會提供獨立審查及監督財務報告與風險管理，讓彼等信納本集團內部監控的成效，以及內外部審核足夠性。

## 5 職務、權力和職能

委員會的職責包括下列各項：

### *與發行人核數師之關係*

- (a) 擔任本公司與外聘核數師之主要代表，負責監察兩者之間的關係；及主要負責就外聘核數師之委任、重新委任及罷免向董事會提供建議、批准外聘核數師之薪酬及聘用條款，及處理任何有關該核數師辭任或辭退該核數師之問題；
- (b) 與本集團管理層、外聘核數師及內部核數師（倘本公司設有內部審核職能）檢討本集團有關內部監控（包括財務、營運及合規監控）之政策及制度以及風險管理制度是否足夠，並於董事會核准前，審視本公司董事於年度賬目內作出的任何聲明；
- (c) 在展開審核前，(i)根據適用標準審視外聘核數師的獨立性、客觀性、審核過程的有效性  
及外部審核的性質和範圍（包括聘任函）以及申報責任；及(ii)與外聘核數師討論審核及  
申報責任之性質及範圍。委員會應瞭解外聘核數師在決定審核範圍時所考慮的因素。外  
部審核費用須由本公司管理層商議，並每年提交委員會審閱及批核；
- (d) 就外聘核數師提供非核數服務制定並執行政策。就此而言，「外聘核數師」包括與核數  
公司處於同一控制權、所有權或管理權的任何實體，或倘某實體當中有一名合理知情且  
知悉所有有關資料的第三方，則在合理情況下會斷定該實體屬於該核數公司本土或國際  
業務的一部分。委員會應識別任何須採取行動或改善的事項，向董事會報告並提出建議；
- (e) 應每年向外聘核數師索取相關資料，以瞭解其保持獨立性和監察符合相關規定的政策及  
程序，包括非核數服務及關於核數師合夥人和僱員輪流退任的規定；
- (f) 評估外聘核數師所獲得的配合，包括彼等能否獲得所要求的所有記錄、數據和信息；取  
得本公司管理層關於外聘核數師對本集團需求回應的意見；諮詢外聘核數師是否與本公  
司管理層有任何意見分歧，而此分歧不能圓滿解決將會導致外聘核數師對本集團的財務  
報表作出保留意見；
- (g) 在向董事會提交本公司財務報表以及年度、季度及中期財務報告以供批准前，先行審閱  
及監察該等報表及報告的完整性，並覆核當中所載的重大財務報告判斷，尤其須針對下  
列各項：
  - (i) 會計政策及慣例的任何改變；
  - (ii) 重大判斷範圍；
  - (iii) 有關核數／審閱結果的重大調整；

- (iv) 持續經營的假設及任何保留意見；
- (v) 有否遵守會計及核數準則；及
- (vi) 有否遵守香港聯合交易所有限公司創業板證券上市規則的上市規定及有關財務報告的法律要求；
- (h) 就上述(e)項而言：
  - (i) 委員會成員必須與董事會及本公司高級管理人員聯絡，且委員會必須至少每年與外聘核數師開會兩次；及
  - (ii) 委員會應考慮於該等報告及賬目中所反映或可能需要反映的任何重大或不尋常事項，並必須適當考慮由負責會計及財務報告職能的員工、合規主任或核數師所提出的任何事項；

*監察發行人之財務報告制度、風險管理及內部監控制度*

- (i) 檢討本公司之財務監控，及（除非有董事會轄下另設風險管理委員會又或董事會本身明確處理）檢討本公司的風險管理及內部監控制度；
- (j) 檢討發行人僱員以保密方式就財務報告、內部監控或其他事宜可能存在不當情況提出疑問的安排。委員會須確保已作出適善安排，以公平及獨立地調查該等事項及作適當跟進行動；
- (k) 經董事會批准前，審閱陳述書的草擬稿；
- (l) 與管理層討論風險管理及內部監控制度，確保管理層已履行其職責，建立有效制度。討論內容應包括發行人在會計及財務彙報職能方面的資源、員工資歷及經驗以及員工所接受的培訓課程及預算是否充足；
- (m) 應董事會的委派或主動仔細考慮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；
- (n) 倘本公司設有內部審核職能，檢討及監察內部審核職能的工作範圍、成效和結果、確保內部和外聘核數師之間的協調，及確保內部審核職能有足夠資源運作，並且在本集團內部受到適當重視；
- (o) 檢討本集團的財務及會計政策和慣例；
- (p) 與外聘核數師討論由審核引致的任何建議（如需要，本公司管理層須避席），及審閱致管理層函件草擬稿以及核數師就會計記錄、財務賬目或監控制度向本公司管理層提出的任何重大問題，當中包括本公司管理層對各項問題的回應；

- (q) 確保董事會及時回應外聘核數師在致管理層函件中提出的問題；
- (r) 知會董事會在履行上述職務過程中的重大發展；
- (s) 應董事會的委派或主動仔細考慮有關風險管理及內部監控事宜的重要調查結果以及本公司管理層對任何涉嫌欺詐或違規行為或內部監控失效或觸犯法律、規則和規例的回應；
- (t) 建議董事會有關委員會職務的任何適當擴展或改變；
- (u) 就上述事項向董事會報告；及
- (v) 應董事會要求，考慮其他議題。

## 6 申報程序

- 6.1 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的見解，本公司應在企業管治報告中列載委員會闡述其建議的聲明，以及董事會持不同意見的原因。
- 6.2 本公司秘書須保管完整的委員會會議記錄。會議記錄須詳盡記錄委員會成員所考慮之事宜及所達致之決定，包括委員會成員所提出之任何疑問或意見分歧。委員會會議記錄草稿及最終定稿應於舉行會議後的合理時間內給予所有委員會成員，供彼等提出意見及保存。
- 6.3 委員會秘書須讓董事會所有成員傳閱委員會會議的會議記錄。
- 6.4 委員會須定期向董事會匯報。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結果及建議。除非另設風險委員會又或董事會本身會明確處理，否則該報告須包括風險管理及內部監控制度、發行人內部審核職能成效之檢討。委員會須至少每年向董事會呈交一份載列年內委員會的工作及審議結果的報告。

## 7 委員會職權範圍的刊登

委員會職權範圍將登載於本公司及香港聯合交易所有限公司創業板網站。

## 8 詮釋

職權範圍的詮釋權歸董事會所有。

# WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

## 環宇物流（亞洲）控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8012)

(the “**Company**”)

### AUDIT COMMITTEE — TERMS OF REFERENCE

Approved by the board of directors of the Company (the “**Board**”) on 16 December 2015.

#### 1 MEMBERSHIP

- 1.1 The audit committee (the “**Committee**”) shall be appointed by the Board from time to time from amongst the non-executive directors of the Company and shall consist of not fewer than three members, a majority of whom should be independent non-executive directors of the Company. At least one of the members of the Committee shall be an independent non-executive director of the Company with appropriate professional qualifications or accounting or related financial management expertise (as required under rule 5.05(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.
- 1.2 A former partner of the Company’s existing auditing firm from time to time may not act as a member of the Committee for a period of one year commencing on the date of his ceasing (a) to be a partner of the firm or (b) to have any financial interest in the firm, whichever is the later.
- 1.3 The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director of the Company.
- 1.4 The term of office of a member of the Committee shall be determined by the Board.

#### 2 MEETINGS

##### 2.1 Attendance at Meetings

- (i) The staff who is responsible for the accounting and financial reporting function of the Company and its subsidiaries (the “**Group**”), the Group’s internal auditor, where an internal audit function exists in the Company, and a representative of the Group’s external auditors shall normally attend meetings. The Committee may hold separate private meeting(s) with the internal auditor and/or the external auditors, without the presence of the executive directors or senior management of the Company whenever they think fit and appropriate.
- (ii) Save as otherwise appointed by the Committee, the company secretary shall be the secretary of the Committee and in the absence of the company secretary, a member of the Committee or his/her nominee shall act as the secretary.

##### 2.2 Frequency and proceedings of meetings

- (i) The Committee shall meet at least four times a year. The external auditors or any members of the Committee may request a meeting with or without the presence of management of the Company if they consider that one is necessary.

- (ii) The quorum of a meeting of the Committee shall be two members, one of whom shall be an independent non-executive director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- (iii) With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
- (iv) Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

### 2.3 Notice of meetings

- (i) Meetings of the Committee shall be called by its chairman or at the request of the Board.
- (ii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Committee, the chief executive officer of the Company, the chief financial officer of the Company and any other person required to attend, no fewer than five working days prior to the date of the meeting.

## 3 AUTHORITY

- 3.1 The Committee is authorised by the Board to conduct any investigation within its scope of powers. In the discharge of its duties as set out above, the Committee is authorised to seek any information it requires from any employee of the Company and its subsidiaries and all such employees are directed to co-operate with any request made by the Committee.
- 3.2 The Committee is authorised by the Board, at the Company's expense, to appoint legal or other independent professional advisers with relevant experience and expertise to assist the Committee in the discharge of its duties set out in these terms, and to secure the attendance of such professional advisers at its meetings if it considers it necessary.
- 3.3 The Committee is authorised to require management of the Company to provide it with such resources as may be necessary for it to discharge its duties as set out in these terms.
- 3.4 The Committee is authorised to review any arrangement which may raise concerns about possible improprieties in financial reporting, risk management and internal control or other matters.
- 3.5 The Committee should be provided with sufficient resources to perform its duties.

## 4 RESPONSIBILITY

- 4.1 The Committee is to serve as a focal point for communication between other directors of the Company, the external auditors and the internal auditor, where an internal audit function exists in the Company, as regards their duties relating to financial and other reporting, risk management and internal controls, external and internal audits and such other matters as the Board determines from time to time.
- 4.2 The Committee is to assist the Board in providing an independent review and supervision of financial reporting and risk management, by satisfying themselves as to the effectiveness of the internal controls of the Group, and as to the adequacy of the external and internal audits.

## 5 DUTIES, POWERS AND FUNCTIONS

The duties of the Committee include the following:

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

- (a) to act as the key representative body for overseeing the Company's relations with the external auditor, and 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;
- (b) to review with the Group's management, external auditors and internal auditor, where an internal audit function exists in the Company, the adequacy of the Group's policies and system regarding internal controls (including financial, operational and compliance controls), risk management system and any statement by the directors of the Company to be included in the annual accounts prior to endorsement by the Board;
- (c) before audit commencement, (i) review external auditors' independence, objectivity, effectiveness of the audit process and the nature and scope of the external audit, including the engagement letter, and the reporting obligations, in accordance with applicable standards; and (ii) discuss with the external auditor the nature and scope of the audit and reporting obligation. The Committee should understand the factors considered by the external auditors in determining their audit scope. The external audit fees are to be negotiated by management of the Company, and presented to the Committee for review and approval annually;
- (d) to 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 Committee should report to the board, identifying and making recommendations on any matters where action or improvement is needed;
- (e) to seek from the external auditors, on an annual basis, 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;
- (f) to evaluate the cooperation received by the external auditors, including their access to all requested records, data and information; obtain the comments of management of the Company regarding the responsiveness of the external auditors to the Group's needs; inquire of the external auditors as to whether there have been any disagreements with management of the Company which if not satisfactorily resolved would result in the issue of a qualified report on the Group's financial statements;
- (g) to review and monitor the integrity of the Company's financial statements and the annual, quarterly and interim financial reports, and to review significant financial reporting judgements contained in them prior to approval by the Board, with particular focus on:
  - (i) any changes in accounting policies and practices;
  - (ii) major judgmental areas;
  - (iii) significant adjustment resulting from the audit/review;

- (iv) the going concern assumption and any qualifications;
  - (v) compliance with the accounting and auditing standards; and
  - (vi) compliance with the listing requirements on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and Legal requirements in relation to financial reporting;
- (h) with regard to (e) above:
- (i) members of the Committee must liaise with the Board and senior management of the Company, and the Committee must meet, at least twice a year, with the external auditors; and
  - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and must give due consideration to any matters that have been raised by the staff responsible for the accounting and financial reporting function, compliance officer or auditor;

*Oversight of the issuer's financial reporting system, risk management and internal control systems*

- (i) 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;
- (j) to review arrangements employees of the issuer can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (k) to review the draft representation letter prior to approval by the Board;
- (l) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function;
- (m) 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;
- (n) where an internal audit function exists in the Company, to review and monitor the scope, effectiveness and results of internal audit function, 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 Group;
- (o) to review the Group's financial and accounting policies and practices;
- (p) to discuss with the external auditors any recommendations arising from the audit (if necessary in the absence of management of the Company); and review the draft management letter, any material queries raised by the auditor to management of the Company in respect of the accounting records, financial accounts or systems of control including the response of the Company's management to the points raised;

- (q) to ensure that the board will provide a timely response to the issues raised in the external auditor's management letter;
- (r) apprise the Board of significant developments in the course of performing the above duties;
- (s) consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the response of the Company's management into any suspected frauds or irregularities or failures of internal controls or infringements of laws, rules and regulations;
- (t) recommend to the Board any appropriate extensions to, or changes, in the duties of the Committee;
- (u) to report to the Board on above matters; and
- (v) to consider other topics, as requested by the Board.

## **6 REPORTING PROCEDURES**

- 6.1 Where the Board disagrees with the 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 Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.
- 6.2 Full minutes of the meetings of the Committee should be kept by the secretary of the Company. Minutes shall record matters considered and decisions reached by the members of the Committee in details, including any doubt or disagreement raised by the members of the Committee. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 6.3 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board.
- 6.4 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the board. Unless expressly addressed by a separate risk committee, or the board itself, the report should include the review of the risk management and internal control systems, the effectiveness of the issuer's internal audit function. At least annually, the Committee should present a report to the Board which addresses the work and findings of the Committee during the year.

## **7 PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE**

The terms of reference of the Committee will be posted on the websites of the Company and the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

## **8 INTERPRETATION**

Interpretation of these terms of reference shall belong to the Board.