

Mindtell Technology Limited
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8611)
(the “**Company**”, and together with its subsidiaries, the “**Group**”)

THE AUDIT COMMITTEE
TERMS OF REFERENCE

These terms of reference of the Audit Committee of the Company (the “**Committee**”) have been prepared based on the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”, “**GEM**” and the “**Exchange**” respectively).

Composition

1. The Committee is established by the board of directors (the “**Board**”) of the Company (the “**Directors**”) according to the articles of association of the Company (the “**Articles of Association**”) and the establishment would be effective from the date on which the shares of the Company are listed on GEM.

Members

2. The Committee members must be non-executive directors of the Company to be appointed by the Board and the Committee shall consist of not less than three members. The majority of the members must be independent non-executive directors (the “**INEDs**”) and at least one of whom shall have the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules.
3. The Chairman of the Committee shall be appointed by the Board and must be an INED.
4. A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Committee for a period of one year from the date of his/her ceasing:
 - (a) to be a partner of the firm; or
 - (b) to have any financial interest in the firm,whichever is the later.
5. Subject to Rules 2-4 above, the Board may, from time to time, at their discretion, change the composition of the members of the Committee. An appointment of a member of the Committee shall be automatically revoked if such member ceases to be a member of the Board.

Secretary

6. The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

Attendance at meetings

7. Except the Committee meeting as set out in Rule 9 below, members of the Committee shall attend designated meeting with the external auditing firm of the Company or other appropriate person upon their invitation from time to time so as to address the concerns raised by such external auditing firm or such other appropriate person in relation to audit of the Company.

Frequency and proceedings of meetings

8. The quorum for a Committee meeting shall be any two members of the Committee, one of whom must be an INED.
9. Meetings of the Committee should be planned prior to the beginning of each financial year of the Company, and should be not less than four times a year. The Committee must meet, at least once a year, with the external auditors to discuss matters relating to the audit and any other related issues.
10. At least once a year, the Committee will meet the external auditors in the absence of the executive Directors (unless otherwise invited by the Committee).
11. The Committee may convene additional meetings when it deems appropriate in discharging its duties.
12. The Committee members could attend the meetings in person, by telephone or by video conference.
13. Resolutions of the Committee shall be passed by more than half of the members of the Committee.
14. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
15. Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association regulating the meetings and proceedings of Directors (as amended from time to time).

Authority

16. The Committee has unrestricted access to the chairman of the Board, the chief financial officer (or any officer(s) assuming the relevant functions but having a different designation), the external auditors and the internal auditors in order to discharge its duties.
17. All members of the Committee shall have access to the advice and services of the secretary with a view to ensuring that the procedures of the Committee and all applicable rules and regulations are followed.
18. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice in appropriate circumstances at the Company's expenses to perform its duties.
19. The Committee is authorised by the Board:
 - (a) to investigate any activity within its terms of reference;
 - (b) to inspect all accounts, books and records of the Company;
 - (c) to seek any information it requires from any employee and all employees who are directed to cooperate with any request made by the Committee.

Duties

20. Main duties of the Committee should include:-

Relationship with the external auditors

- (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;
- (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 Committee should discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit process commences;
- (c) to develop and implement policy on the engagement of 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, identify and make recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

- (d) to review the annual results of the Company;
- (e) to monitor integrity of the Company's financial statements, and the annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:-
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the GEM Listing Rules and other legal requirements in relation to financial reporting;
- (f) Regarding (e) stated above:-
 - (i) the members of the Committee should 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 report and accounts, it should give due consideration to any matters that have been raised by the Company's qualified accountant, staff responsible for the accounting and financial reporting function, compliance officer or external auditors;

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

- (g) to review the Company's financial controls, risk management and internal control systems;
- (h) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. The discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (i) 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;
- (j) 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;
- (k) to review the Group's financial and accounting policies and practices;
- (l) to review the external auditor's management letter, any material queries raised by the external auditors to management about the accounting records, financial accounts or systems of control and management's response;
- (m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (n) 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. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters for appropriate follow-up action;
- (o) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (p) to report to the Board on the matters in these Terms of Reference;
- (q) to consider other topics, as defined or assigned by the Board from time to time;
- (r) to establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in

confidence, with the Committee about possible improprieties in any matter related to the Company; and

- (s) to review the Company's compliance with the Code on Corporate Governance Practices in Appendix 15 to the GEM Listing Rules and the disclosure in the Corporate Governance Report.

Reporting Procedures

- 21. The Committee should report to the Board, identify any matters in respect of which it considers that action or improvement is needed, and make recommendations as to the steps to be taken.
- 22. Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting.
- 23. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

Choice of external auditors

- 24. 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.
- 25. The Committee should review and monitor the independence of the external auditor with reference to the following matters: -
 - (i) consider all relationships between the Company and the external auditors (including non-audit services of the external auditor);
 - (ii) obtain from the external auditors annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
 - (iii) meet with the external 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.

26. The Committee should ensure that an external auditor's provision of non-audit services does not impair its independence or objectivity. When assessing the external auditor's independence or objectivity in relation to non-audit services, the Committee may wish to consider:
- (i) whether the skills and experience of the external auditor make it a suitable supplier of non-audit services;
 - (ii) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditors provides non-audit services;
 - (iii) the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the audit firm; and
 - (iv) criteria for compensation of the individuals performing the audit.

Others

27. 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.
28. Any changes to the terms of reference shall be effective after they have been approved by the Board.

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Adopted on: 19 September 2018