

JIANGNAN GROUP LIMITED
江南集团有限公司

董事会审核委员会权责范围及程序
Terms of reference of
the Audit Committee of the Board of Directors

Jiangnan Group Limited (“Company”)
江南集团有限公司(“本公司”)

Terms of reference of the Audit Committee (“AC”)
of the Board of Directors (“Board”) of the Company
董事会(“董事会”)审核委员会(“审委会”)
权责范围及程序

1. Membership

成员

- 1.1 The AC shall comprise not less than three members 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 with appropriate professional qualifications or accounting or related financial management expertise and the majority of whom should be independent non-executive directors.
- 1.2 The Board shall appoint the chairman of the AC who should be one of the independent non-executive directors 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.
- 审委会成员由董事会委任，成员人数应不少于三位。所有审委会的成员必须为本公司的非执行董事，其中至少要有一名是具备适当专业资格或具备适当的会计或相关的财务管理专长的独立非执行董事，及大多数成员应为独立非执行董事。
- 审委会主席由董事会委任，此主席应为审委会成员中的一位独立非执行董事。如审委会主席或副主席未能出席会议，其他出席会议的成员应互选其中一人担任主席。

- 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. 只有审委会的成员方可出席审委会之会议。然而，若审委会议为任何董事、行政人员或其他人士可协助该会履行职责，则可邀请该等人士出席会议。
- 1.4 Appointments to the AC shall be for a period of up to three years (subject to extension). 审委会成员的任期最长应为三年(但可以连任)。
- 1.5 An AC member may not appoint any alternate. 审委会成员不能委任代表。
- 1.6 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 1 year from 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 later.
- 现时负责审计本公司账目的核數公司的前任合伙人在以下日期（以日期较后者为准）起计一年内，不得担任本公司审委会的成员：
(a) 他终止成为该公司合伙人的日期；或
(b) 他不再享有该公司财务利益的日期。

2. Frequency and proceedings of meetings 会议次数及程序

- 2.1 The AC shall meet at least four times a year and at such other times as the chairman of the AC shall require. The external auditors may request a meeting if they consider that one is necessary. 审委会应至少每年开会四次，并按审委会主席要求的其他时间开会。外聘核数师如认为有需要，可要求召开会议。

2.2 The quorum for meetings of the AC shall be of such a number that the independent non-executive directors shall form the majority in the meeting. 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.

审委会会议的法定人数应为能使独立非执行董事在会上占大多数的数目。正式召开而达到法定中数的审委会会议有权履行审委会获赋予的一切或任何授权、权力和酌情权。

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

审委会成员可以书面决议方式通过任何决议，惟必须所有审委会成员书面同意。

3. **Secretary** **秘书**

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

公司秘书(或由正式委任的會議秘書)应担任审委会秘书。

4. **Notice of Meetings** **会议通告**

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

审委会的会议应由审委会主席召开。

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 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.

除非另有协议，否则载有会议地点、时间、日期及载有会议议题之议程的通告，应于开会日期之前最少14个工作天送交审委会各成员及其他需要出席会议的人士。补充文件应于开会之前最少3个工作天送交。

- 4.3 Any AC member may or, on the request of a AC member, the secretary to the AC shall, at any time summon a 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. 任何审委会成员或审委会秘书(应审委会成员的请求时)可于任何时候召集审委会会议。召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或其他审委会成员不时议定的方式发出予各审委会成员(以该成员不时通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. 任何口头会议通知应在切实可行范围内尽快及在会议召开前以书面方式确实。
- 4.5 The Finance Director, 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 executive Board members present. 主管财务的董事, 公司内部核数的主管(或任何主管承担类似工作, 但被指定为不同职称)及一位外聘核数师的代表通常应出席会议。无论如何, 审委会应至少每年一次在没有董事会的执行董事出席的情况下, 会见外聘核数师。

5. **Minutes of the Meetings** **会议记录**

- 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. Draft and final versions of minutes of the meetings should be sent to all AC members for their comment and records within 14 working days after the meeting 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 they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

审委会的会议记录应详细记录会议上审议的事项及所作出的决定，包括会上提出的关注及相反意见。会议记录的初稿及最后定稿应于会议完成后14个工作日内供审委会所有成员传阅，以供提出意见及作其纪录之用；若无利益冲突，亦应供董事会其余全部成员传阅。

审委会秘书应保存审委会之会议记录及通过决议案之文件。除非有利益冲突，否则任何董事可在提出合理通知后，于任何合理时间内查阅上述文件。

6. **Annual General Meeting**

股东周年大会

- 6.1 The chairman of the AC shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities of the AC.

审委会主席应出席本公司的股东周年大会，并准备回答股东有关审委会会议的问题。

7. **Duties**

责任

- 7.1 The AC shall:

审委会应：

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;

就本公司外聘核数师的委任、重新委任及罢免作出考虑及向董事会提供建议，批准外聘核数师的薪酬及聘用条款，及处理任何有关该核数师辞职或辞退该核数师的问题；

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;

按适用的标准检讨及监察外聘核数师是否独立客观及核数程序是否有效；

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

于核数工作开始前与核数师讨论核数性质及范畴及有关申报责任；如多于一家外聘核数师公司参予核数工作时，确实它们的互相配合；

- 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;
- 7.1.5 monitor integrity of the Company’s financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and review significant financial reporting judgements contained in them;
- 7.1.6 review the Company’s annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, focusing particularly on:
- (a) any changes in accounting policies and practices;
 - (b) major judgmental areas;
- 就外聘核数师提供非核数服务制定政策，并予以执行。就此规定而言，「外聘核数师」包括与负责核数的公司处于同一控制权、所有权或管理权之下的任何机构，或一个合理知悉所有有关资料的第三方，在合理情况下会断定该机构属于该负责核数的公司的本土或国际业务的一部份的任何机构。审委会应就任何须采取行动或改善的事项向董事会报告并提出建议；
- 监察本公司的财务报表以及年度报告及账目、半年度报告及(若拟刊发)季度报告的完整性，并审阅报表及报告所载有关财务申报的重大意见；
- 在向董事会提交有关报表及报告前，特别针对下列事项加以审阅：
- 会计政策及实务的任何更改；
 - 涉及重要判断的地方；

- (c) significant adjustments resulting from the audit; 因核数出现的重大调整;
- (d) the going concern assumptions and any qualifications; 企业持继续经营的假设及任何保留意见;
- (e) compliance with accounting standards; 是否遵守会计准则;
- (f) compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and legal requirements in relation to financial reporting; 是否遵守有關財務申報的香港联合交易所有限公司证券上市规则 (“**上市规则**”) 及法律规定;
- (g) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Company; 关连交易安排属否公平合理及对本
公司盈利的影响;
- (h) whether all relevant items have been adequately disclosed in the Company’s financial statements and whether the disclosures give a fair view of the Company’s financial conditions; 有否在本公司的财务报表中充分披露所有相关事项, 及有关披露能否就本公司的财政状况提供一公正的看法;
- (i) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and 考虑该等报告及帐目中所反映的任何重大或不寻常项目; 及
- (j) the cashflow position of the Company; 本公司现金流量的状况;

and provide advice and comments thereon to the Board;

并就此向本公司董事会提供建议及意见;

7.1.7 as regards 7.1.6 above:

就上述7.1.6项而言:

(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

审委会成员须与董事会及高级管理人员联络; 审委会须至少每年与本公司的核数师开会两次; 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 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;

审委会应考虑于该等报告及账目中所反映或需反映的任何重大或不寻常事项, 并须适当考虑任何由本公司属下会计及财务汇报职员、监察主任或核数师提出的事项;

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);

与核数师讨论中期有限度评审及年度审核所遇上问题、或核数师认为应当讨论的其它事项(本集团管理层可能按情况而须避席此等讨论);

7.1.9 review the Company's financial controls, internal control and risk management systems;

检讨本公司的财务监控, 内部监控及风险管理制度;

- 7.1.10 discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. 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;
- 7.1.11 consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- 7.1.12 (where an internal audit function exists) review the internal audit programme, 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;
- 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 annual reports;
- 与管理层讨论内部监控系统，确保管理层已履行职责建立有效的内部监控系统。讨论内容应包括本公司在会计及财务汇报职能方面的资源、员工资历及经验是否足够，以及员工所接受的培训课程及有关预算又是否充足；
- 主动或应董事会的委派，就有关内部监控事宜的重要调查结果及管理层对调查结果回应进行研究；
- (如本公司设有内部审核功能)评审集团内部核数程序、确保内部和外聘核数师的工作得到协调、也须确保内部审核功能在本公司内部有足够资源运作；并且有适当的地位；以及检讨及监察其成效；
- 草拟工作报告以交董事会审阅，及草拟工作报告概要以刊于本公司的中期及年度报告；

- 7.1.14 consider the appointment of any person to be a AC member, a company secretary, auditors and accounting staff either to fill a casual vacancy or as an additional AC member, company secretary, auditors and accounting staff or dismissal of any of them;
- 7.1.15 consider the major findings of internal investigations and management's response;
- 7.1.16 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;
- 7.1.17 ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- 7.1.18 to report to the Board on the matters set out in C.3.1 to C.3.7 of the Code on Corporate Governance Practices in Appendix 14 of the Listing Rules;
- 7.1.19 consider other topics, as defined or assigned by the Board from time to time;
- 考虑委任任何人作为审委会成员、公司秘书、核数师、会计工作人员以填补临时空缺或作为额外的审委会成员、公司秘书、核数师、会计工作人员或将其罢免之建议；
- 考虑内部调查报告及管理层回应的主要发现；
- 检讨外聘核数师给予管理层的《审核情况说明函件》、核数师就会计纪录、财务账目或监控系统向管理层提出的任何重大疑问及管理层作出的回应；
- 确保董事会可及时回应外聘核数师给予管理层的《审核情况说明函件》中提出的事宜；
- 就上市规则附录十四《企业管治常规守则》C.3.1 – C.3.7条文的事宜向董事会汇报；
- 研究其它董事会不时界定或委派的课题；

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| 7.1.20 review the financial and accounting policies and practices of the Company and its subsidiaries; | 检讨本公司及其旗下子公司之财务及会计政策及实务； |
| 7.1.21 review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters; | 检讨本公司设定的以下安排：本公司雇员可暗中就财务汇报、内部监控或其它方面可能发生的不正当行为提出关注； |
| 7.1.22 ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and | 确保有适当安排，让本公司对此等事宜作出公平独立的调查及采取适当行动；
及 |
| 7.1.23 act as the key representative body for overseeing the Company's relations with the external auditor. | 担任本公司与外聘核数师之间的主要代表，负责监察二者之间的关系。 |

8. Reporting Responsibilities

报告责任

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| 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. | 审委会每次开会后，审委会主席应就审委会在其职责范围内讨论的一切事宜，向董事会提交正式的报告。 |
| 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. | 审委会应就任何其职责范围内之事宜而认为需要采取的行动或作出的改善，向董事会作出其认为合适的建议。 |

- 8.3 The AC shall provide to the Board all the information set out in (before 1 April 2012) paragraph 2(i) of Appendix 23 to the Listing Rules or (on or after 1 April 2012) paragraph L of Appendix 14 to the Listing Rules, to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix 23 or (as the case may be) Appendix 14.
- 审委会应向董事会提供（2012年4月1日之前）上市规则附录23第2(i)段或（2012年4月1日或之后）上市规则附录14第L段所述的一切资料，方便公司在年报内编制企业管治报告，以符合附录23或（如适用）附录14的规定。

9. Authority 权力

- 9.1 The AC is authorised to investigate any activity within its terms of reference. The AC is also authorised to seek any information it reasonably requires from any employee of the Company in order to perform its duties.
- 审委会有权按照其权责范围进行任何调查。审委会有权为履行职责而向本公司任何雇员合理地索取任何资料。

- 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.
- 审委会可就任何在其权责范围内之事宜，寻求法律或其他专业意见，所需费用由本公司支付。

- 9.3 The AC should be provided with sufficient resources to perform its duties.
- 审委会应获供给充足资源以履行其职责。

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.
- 审委会应每年检讨其权责范围、表现及组织章程，并将其认为必要之修改提交董事会审批。

February 2012

2012年2月