

**CHINA EVERBRIGHT INTERNATIONAL LIMITED
AND ITS SUBSIDIARIES**

中国光大国际有限公司
及其附属公司

TERMS OF REFERENCE OF THE AUDIT COMMITTEE
审核委员会职权范围书

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Terms of Reference of the Audit Committee

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Formation 成立

1. The Audit Committee (the "Committee") was formed pursuant to the board resolution of China Everbright International Limited (the "Company") passed on 12 March 1999.

审核委员会(“委员会”)乃根据一九九九年三月十二日中国光大国际有限公司(“本公司”)的董事会决议案而成立的。

Membership 成员

2. The Committee shall be appointed by the board of directors of the Company (the "Board") from amongst the Non-Executive Directors of the Company and shall consist of not less than three members. A quorum shall be two members, a majority of whom should be independent.

委员会成员须由本公司董事会(“董事会”)从公司的非执行董事中委任。委员会最少须由三名成员组成。委员会的法定人数为两人，其中大部分应为独立人士。

3. The Chairman of the Committee shall be appointed by the Board and should be an independent director.

委员会主席须由董事会委任，并且应为独立董事。

Attendance at meetings 出席会议

4. Attendees shall normally include Committee's members, the Finance Director, the Head of Internal Audit, a representative of the external auditors and those with meaningful input to the Committee's activities. However, at least once a year the Committee shall meet with the external and internal auditors (if any) without executive Board members present.

出席人员一般包括委员会成员、财务总监、内部核数部门主管、外聘核数师的代表及对委员会的事宜投入有意义工作的人士。然而，委员会应每年最少一次在董事会执行董事避席的情况下，与外聘核数师及内部核数师(如有)举行会议。

5. The company secretary shall be the secretary of the Committee.

委员会秘书为公司秘书。

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***Frequency of meetings* 会议次数**

6. Meetings shall be held not less than twice a year. The external auditors may request a meeting if they consider that one is necessary.

会议次数应不少于每年两次。外聘核数师如认为有需要，可要求召开会议。

***Authority* 权力**

7. The Committee is authorised by the Board to investigate any 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 Committee.

董事会授权委员会按照其职权范围进行任何调查。委员会有权向任何雇员索取任何所需资料，而所有雇员亦获指示与委员会合作，满足其任何要求。

8. The 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.

董事会授权委员会向外咨询法律或其他独立的专业意见；如有需要，可邀请具备相关经验及专业知识的外界人士出席会议。

***Duties* 职务**

9. The duties of the Committee shall be :

委员会的职务如下：

- (a) to be primarily responsible for making recommendation 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 resignation or dismissal of that auditor;

主要负责就外聘核数师的委任、重新委任及罢免向董事会提供建议、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；

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- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The 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；委员会应于核数工作开始前先与核数师讨论核数性质及范畴及有关申报责任；及如有超过一家核数师事务所参与工作，则应确保他们互相协调；

- (c) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall 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 Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken;

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分的任何机构。委员会应就其认为必须采取的行动或改善的事项向董事会报告，并建议有哪些可采取的步骤；

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

监察本公司的财务报表及本公司年度报告及账目、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。在这方面，委员会在向董事会提交有关本公司年度报告及帐目、半年度报告及（若拟刊发）季度报告前作出审阅有关报表及报告时，应特别针对下列事项：

- (i) any changes in accounting policies and practices;
会计政策及实务的任何更改；
- (ii) major judgmental areas;
涉及重要判断的地方；
- (iii) significant adjustments resulting from audit;
因核数而出现的重大调整；
- (iv) the going concern assumptions and any qualifications;
企业持续经营的假设及任何保留意见；
- (v) compliance with accounting standards; and
是否遵守会计准则；及
- (vi) compliance with the Exchange Listing Rules and other legal requirements in relation to financial reporting;
是否遵守有关财务申报的《上市规则》及其他法律规定；

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(e) In regard to (d) above :-

就上述(d)项而言： -

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

委员会成员须与本公司的董事会及高层管理人员联络。委员会须至少每年与本公司的核数师开会一次；及

(ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports 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;

委员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负责会计及财务汇报的员工、监察主任或核数师提出的事项；

(f) to 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；

(g) to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;

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包括考虑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；

(h) to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;

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的回应进行研究；

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

与核数师讨论在中期及全年帐目审核中出现的问题及存疑之处，以及核数师希望讨论的其他事宜（如有需要，可在管理层避席的情况下进行）；

- (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;

审阅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、财务账目或监察系统向管理层提出的任何重大疑问及管理层作出的回应；

- (k) to review the Company's statement on internal control systems (where one is included in the annual report) prior to endorsement by the Board;

如年报载有关于公司内部监控制度的陈述，则应于提呈董事会审批前先行审阅；

- (l) where an internal audit function exists, to review the internal audit programme, 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;

如公司设有内部核数功能，则应审阅内部核数计划，须确保内部和外聘核数师的工作得到协调；也须确保内部核数功能在本公司内有足够资源运作，并且享有适当的地位，以及检讨及监察内部核数功能是否有效；

- (m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

确保董事会及时回应于外聘核数会给予管理层《审核情况说明函件》中提出的事宜；

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(n) to report to the Board on the matters set out in provision of terms of reference of the Committee;

就委员会职权范围书条文所载的事宜向董事会汇报;

(o) to review the group's financial and accounting policies and practices; and

检讨集团的财务及会计政策及实务; 及

(p) to consider other topics, as defined by the Board.

研究其他由董事会界定的课题。

Reporting procedures 汇报程序

10. The secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

委员会秘书应将委员会的会议记录及报告向董事会全体成员传阅。