



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(the “Company”)

(“本公司”)

AUDIT COMMITTEE

TERMS OF REFERENCE

審核委員會職權範圍

Adoption Date : 15 May 2008

採納日期： 二零零八年五月十五日

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更新日期： 二零一五年十二月二十四日

1. Membership 成員

1.1 The Audit Committee shall be appointed by the board of the Company (the “**Board**”) and must consist of a minimum of three members (the “**Members**”).
審核委員會應由董事會（「**董事會**」）委任及至少由三名委員組成。

1.2 Membership shall be confined to non-executive Directors the majority of which must be independent non-executive Directors (“**INEDs**”) and at least one INED with appropriate professional qualifications or accounting or related financial management expertise.
審核委員會委員應全屬非執行董事，而大部份委員均須屬獨立非執行董事，且至少一名獨立非執行董事必須具備適當之專業資格，或具備適當之會計或相關之財務管理專長。

* For identification purpose only

1.3 A former partner of the Company's existing auditing firm should be prohibited from acting as a member of the Company's audit committee for a period of 1 year from the date of his ceasing:

現時負責審核本公司賬目之核數公司前任合夥人，在以下日期起計一年內，不得擔任本公司審核委員會委員：

(a) to be a partner of the firm; or

彼終止成為該核數公司合夥人之日期；或

(b) to have any financial interest in the firm,

彼不再享有該核數公司財務利益之日期。

whichever is later.

以日期較後者為準。

1.4 The Chairman of the Audit Committee shall be appointed by the Board and must be an INED.

審核委員會主席應由董事會委任，並須為獨立非執行董事。

2. Secretary

秘書

2.1 The Company Secretary shall be the secretary of the Audit Committee.

公司秘書應為審核委員會秘書。

2.2 Notwithstanding any other provisions in this terms of reference, the Audit Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Audit Committee.

儘管其他條款另有規定，審核委員會可不時委任其他具有合適資格和經驗的人士擔任審核委員會秘書。

3. Frequency and proceedings of meetings

開會的次數和程序

3.1 The Audit Committee shall meet at least twice each year. The Audit Committee should meet the external auditor at least twice a year.

審核委員會應至少每年開會兩次，其他額外會議由審核委員會視乎需要而舉行。

3.2 The Chairman of the Audit Committee may convene additional meetings at his/her discretion.

審核委員會主席可酌情召開額外會議。

3.3 The quorum for a meeting shall be two members, one of whom must be an INED. In the event of an equality of votes, the Chairman of the Audit Committee shall be entitled to a second or casting vote.

會議的法定人數為兩位成員，而當中一名需為獨立非執行董事。如票數均等，審核委員會的主席有權投第二票或決定票。

3.4 Proceedings of meetings of the Audit Committee shall be governed by the provisions of the Bye-Laws of the Company.

審核委員會開會的程序應按本公司細則執行。

3.5 Meetings could be held in person, by telephone or by video conference.

會議可以親身出席、電話或視像會議形式召開。

3.6 Resolutions of the Audit Committee at any meeting shall be passed by a majority of votes of the Members present.

審核委員會會議的決議須由出席會議過半數的成員通過。

3.7 A resolution in writing signed by all Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.

一份由審核委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的審核委員會會議通過一樣。

3.8 Full minutes shall be kept by the secretary of the Audit Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records, within a reasonable period of time after the meeting. Such minutes shall be opened for Directors' inspection.

完整會議記錄須由審核委員會之秘書備存。會議結束後，須於合理時段內將會議記錄之初稿及最終定稿發送予全體委員，初稿供委員表達意見，最終定稿則作其記錄之用。會議記錄須公開予董事查閱。

4. Attendance at Meetings 出席會議

4.1 At least twice a year, representatives of the Company's external auditors will meet the Audit Committee.

本公司外部核數師將派出代表，每年至少與審核委員會開會兩次。

4.2 At the invitation of the Audit Committee, the following persons may attend the meeting:

應審核委員會邀請，以下人士可出席會議：

(i) Group Finance Director/Chief Executive Officer;
本集團財務董事／行政總裁；

(ii) Head of Internal Audit (if there exists such function) or a representative from Internal Audit; and
內部核數部門主管(如有內部核數部門)或核數部門的代表；及

- (iii) Other members of the Board.
董事會其他成員。

4.3 Only Members of the Audit Committee are entitled to vote at the meetings.
僅審核委員會委員方有權於會上投票。

4 Annual General Meeting 股東週年大會

The Chairman of the Audit Committee or in his/her absence, another Member of the Audit Committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Audit Committee's activities and their responsibilities.

審核委員會之主席或（如其缺席）審核委員會之其他一名成員須出席本公司之股東週年大會，並回應股東就審核委員會之職務及責任作出之提問。

5 Responsibility, Powers and Discretion 職責、權力及酌情權

The responsibility of the Audit Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting and internal control and risk management systems. The Audit Committee shall have the following responsibility, powers and discretion:

審核委員會之職責在於協助董事會通過檢討及監管公司之財務報告制度及內部控制及風險管理制度履行其審核職責。審核委員會具有下列職責、權力及酌情權：

Relationship with the Company's External Auditors 與本公司外部核數師之關係

5.1 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;

主要負責就外部核數師之委任、重新委任及罷免向董事會提供建議，批准外部核數師的薪酬及聘用條款，以及處理任何有關該核數師辭職或辭退之問題；

5.2 To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;

按適用之標準檢討及監察外部核數師是否獨立客觀及審核程序是否有效，於審核工作開始前先與外部核數師討論審核性質及範疇及有關報告責任；

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

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，外部核數師包括與負責核數之公司處於同一控制權、所有權或管理權之下之任何機構，或一個合理知悉所有有關資料之第三方，在合理情況下會斷定該機構屬於該負責核數之公司的本土或國際業務之部分的任何機構；審核委員會應就任何須改善之事項向董事會報告，並建議可採取之步驟；

Review of the Company's financial information

審閱本公司之財務資料

5.4 To monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review any significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:

監察本公司之財務報表及年度報告及賬目、半年度報告及季度報告（若擬刊發）之完整性，並審閱其中所載有關財務申報之重大意見。審核委員會在向董事會提交有關報表及報告前，應特別針對下列事項加以審閱：

- (a) any changes in accounting policies and practices;
會計政策及實務之任何更改；
- (b) major judgmental areas;
涉及重要判斷之地方；
- (c) significant adjustments resulting from audit;
因核數而出現之重大調整；
- (d) the going concern assumptions and any qualifications;
企業持續經營之假設及任何保留意見；
- (e) compliance with accounting standards; and
是否遵守會計準則；及
- (f) compliance with the Listing Rules and legal requirements in relation to financial reporting;
是否遵守有關財務報告之《上市規則》及其他法律規定；

5.5 In regard to 5.4 above:

就於上述第 5.4 項而言：

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

審核委員會委員應與董事會及高級管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及

- (b) the audit 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 staff responsible for the accounting and financial reporting function, compliance officer or auditors.

審核委員會應考慮於該等報告及賬目中所反映或須反映之任何重大或不尋常事項，並應適當考慮任何由本公司屬下之會計及財務報告職員或監察主任或核數師提出任何事項；

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

監管公司之財務申報制度、風險管理及內部監控系統

- 5.6 To review the Company's financial controls, internal control and risk management systems;

檢討本公司財務控制、內部控制及風險管理制度；

- 5.7 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 programs 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之系統，有關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、及員工培訓課程及有關預算是否充足；

- 5.8 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;

主動或應董事會之委派，就有關風險管理及內部監控事宜之重要調查結果及管理層對調查結果之回應進行研究；

- 5.9 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 issuer, and to review and monitor its effectiveness;

確保內部和外聘核數師之工作得到協調；並確保內部審核功能在本公司內部有足資源運作，並且有適當之地位；以及檢討及監察其成效；

- 5.10 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);

與核數師討論在中期及全年賬目審核中出現的問題及存疑之處，以及核數師希望討論的其他事宜(如有需要，可在管理層避席的情況下進行)；

- 5.11 To review the group's financial and accounting policies and practices;

檢討本集團之財務及會計政策及實務；

- 5.12 To review the external auditors' management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
檢討外聘核數師給予管理層之《審核情況說明函件》、外聘核數師就會計紀錄、財務帳目或監控制度向管理層提出之任何重大疑問及管理層作出之回應；
- 5.13 To ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
確保董事會及時回應於外聘核數師給予管理層之《審核情況說明函件》中提出之事宜；
- 5.14 To report to the Board on the matters in the code provision under Appendix 14 of the Listing Rules;
就《上市規則》附錄十四下之守則條文的有關事宜向董事會匯報；
- 5.15 Where the Board disagrees with the audit committee's view on the selection, appointment, resignation or dismissal of the external auditors, the issuer should include in the Corporate Governance Report a statement from the audit committee explaining its recommendation and also the reason(s) why the Board has taken a different view;
凡董事會不同意審核委員對甄選、委任、辭任或罷免外聘核數師事宜的意見，公司應在《企業管治報告》中列載審核委員會闡述其建議的聲明，以及董事會持不同意見的原因；
- 5.16 To review arrangements that employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The audit committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
檢討本公司設定的以下安排：公司僱員可保密地就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，讓公司對此等事宜作出公平獨立的調查及採取適當行動；
- 5.17 To act as key representative body for overseeing the Company's relations with the external auditors; 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
- 5.18 To consider other topics, as defined by the Board.
考慮其他由董事會界定的問題。

6 Reporting Procedures

報告程序

The Committee shall report to the Board after each meeting.
委員會應於每次會議後向董事會報告。

7 Authority

權力

- 7.1 The Audit Committee is authorised by the Board to inspect all accounts, books and records of the Company.
董事會授權審核委員會查閱本公司所有之賬目、簿冊和記錄。
- 7.2 The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of discharging its duties.
審核委員會有權要求本公司之管理層提供關於本公司、本公司之附屬公司或聯屬公司之財務狀況的資料，以便其履行職責。
- 7.3 A Director as a Member of the Audit Committee may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a Member of the Audit Committee to the Company.
作為審核委員會的董事可在適當情況下索取獨立專業意見，以便其可履行作為審核委員會成員的職責，而有關費用由公司負責。
- 7.4 The Audit Committee shall be provided with sufficient resources to perform its duties.
審核委員會將獲提供充足資源以履行其職責。

8 Publication of the Terms of Reference

刊登職權範圍書

These terms of reference are posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.
職權範圍書分別於本公司網站及香港交易及結算所有限公司網站上登載。任何人士可要求索取職權範圍書副本，並無須支付任何費用。

9 Miscellaneous

其他

The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.
若此職權範圍的中文與英文版本不一致，一切以英文版本為準。