

Jujiang Construction Group Co., Ltd.

**Terms of reference of
the Audit Committee of the Board of Directors**

Adopted on 23 December 2015
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Jujiang Construction Group Co., Ltd.

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**Terms of reference of the Audit Committee
of the board of Directors B) of the Company**
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1. Constitution

1.1 The Committee is established pursuant to
a resolution passed by the Board at its
meeting held on 23 December 2015

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2. Membership

3. Proceedings of the Committee

3.1 notice:

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by giving at least seven days notice. (a)
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee 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 Committee member or in such other manner as the Committee members may from time to time determine. (b)
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. (c)
- (d) Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.4 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree). (d)

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

3.3 **Attendance:** 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. Other Board members shall also have the right of attendance. However, at least twice a year the Committee shall meet with the external auditors without executive Board members present.

3.4 **Frequency:** Meetings shall be held at least twice annually or more frequently if circumstances require and with unanimous written consent to consider the budget, revised budget and, if published for publication, quarterly report prepared by the Board. The external auditors may request the chairman of the Committee to convene a meeting, if they consider that one is necessary.

4. **Written resolutions**

4.1 Written resolutions may be passed by all Committee members in writing.

5. **Alternate Committee Members**

5.1 A Committee member may not appoint any alternate.

6. **Authority of the Audit Committee**

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the **Group**) and any professional advisers (including auditors), to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

- (b) to monitor whether the Group's management has, in the performance of their duties, infringed any policies set by the Board or any applicable law, regulation and code (including the Listing Rules and other rules and regulations from time to time determined by the Board or a committee thereof);
- (c) to investigate any activity within these terms of reference and all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;
- (d) to review the Group's risk management and internal control procedures and systems;
- (e) to review the performance of the Group's employees in the accounting and internal audit department;
- (f) to make recommendations to the Board for the improvement of the Group's risk management and internal control procedures and systems;
- (g) to request the Board to convene a shareholders meeting (if necessary) for purposes of revoking the appointment of any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;
- (h) to request the Board to take all necessary actions, including co

- (i) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary; (i)
- (j) to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company; (j)
- (k) to have access to sufficient resources in order to perform its duties; (k)
- (l) where there is any disagreement between the Committee and the Board on the selection, appointment, resignation or dismissal of the external auditors which cannot be resolved, to report its own recommendation on such matters to the shareholders; (l)
- (m) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and (m)
- (n) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged. (n)

6.2 The Committee should be provided with sufficient resources to perform its duties.

7. **Duties**

7.1 The duties of the Committee shall be:

Relationship with the Company

Review of the Company's financial information

- (e) to monitor the integrity of the Company's financial information

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

- (h) 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; (h)
- (i) to discuss the risk management and internal control system with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company accounting, internal audit and financial reporting function; (i)
- (j) 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)
- (k) 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)
- (l) to review the Group's financial and accounting policies and practices;

- (m) to review the external auditor's management letter, and any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response; (m)
- (n) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; (n)
- (o) 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 and for appropriate follow-up action; (o)
- (p) to act as the key representative body for overseeing the Company's relations with the external auditor; (p)
- (q) to report to the Board on the matters set out above; (q)
- (r) to consider other matters, as defined or assigned by the Board from time to time; (r)

Corporate Governance Functions

- s) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (s)
- t) to review and monitor the training and continuous professional development of directors and senior management; (t)

- u) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- v) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- w) to review the Company's compliance with the code and disclosure in the corporate governance report.

8. Reporting procedures

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records within a reasonable time after the meeting or the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Continuing Application of the Articles of Association of the Company

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10. **Powers of the Board**

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

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