

ZHONG AN REAL ESTATE LIMITED
眾安房產有限公司

董事會審核委員會職權範圍
Terms of reference of
the Audit Committee of the Board of Directors

Zhong An Real Estate Limited
眾安房產有限公司
(“Company” and 「本公司」)

Terms of reference of the Audit Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
本公司董事會(「董事會」)審核委員會(「委員會」)
職權範圍

(中文本為翻譯稿，僅供參考用)

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| 1. <u>Constitution</u> | 組成 |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 17 October 2007. | 本委員會按董事會於 2007 年 10 月 17 日會議通過的決議案成立。 |
| 2. <u>Membership</u> | 成員 |
| 2.1 Members of the Committee shall be appointed by the Board from amongst the independent non-executive directors only of the Company and shall consist of not less than three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in rule 3.10(2) of the Rules Governing the Listing of Securities (the “ Listing Rules ”) on The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”). | 委員會由董事會從獨立非執行董事中委任，人數不少於三名，其中至少一名須按照香港聯合交易所有限公司(「 聯交所 」)證券上市規則(「 上市規則 」)第 3.10(2)條具備適當專業資格或會計或相關財務管理知識。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director. | 委員會主席由董事會委任及必須是獨立非執行董事。 |
| 2.3 The company secretary of the Company shall be the secretary of the Committee. | 本公司的公司秘書為委員會的秘書。 |
| 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. | 經董事會及委員會分別通過決議，方可委任額外或罷免委員會成員。 |

3. **Proceedings of the Committee**

會議程序

3.1 **Notice:**

會議通知：

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

除非委員會全體成員同意，委員會的會議通知期不應少於七天。

(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.

任何委員會成員及委員會秘書(應任何委員會成員的請求時)可於任何時候召集委員會會議。會議通知必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該委員會成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

口頭會議通知應儘快並在會議召開前以書面方式確實。

(d) Notice of meeting shall state the 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the Committee meeting. .

會議通知必須說明會議時間和地點，並應隨附議程及其他文件一般在召開委員會會議前七天(無論如何不少於三天)送達各委員會成員參閱。

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

法定人數： 委員會會議的法定人數為兩位委員會成員。

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 the management of the Company present.

出席人員： 主管財務的董事、公司內部核數主管(或任何承擔類似工作，但被指定為不同職稱的主管)及一位外聘核數師的代表通常應出席會議。其他董事會成員亦有權出席會議。無論如何，委員會應至少每年兩次在無公司管理層出席的情況下，會見外聘核數師。

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. In any event, the Committee should have meeting with the external auditors at least twice a year.

次數：每年召開會議最少兩次或以上（如有需要及經一致書面同意），討論董事會提呈的預算、修訂預算及(若發行公佈)季度報告草稿。如有需要，外聘核數師可要求委員會主席召開會議。無論如何，委員會應與外聘核數師每年至少開會兩次。

4. Written resolutions

書面決議

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

全體委員會成員可以通過任何書面決議。

5. Alternate Committee members

委員會成員替任代表

5.1 A Committee member may not appoint any alternate.

委員會成員不能委任任何替任代表。

6. Authority of the Committee

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

(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;

要求本公司及其任何附屬公司(“本集團”)的任何僱員及專業顧問(含核數師)提供資料、或提交報告、出席委員會會議提供所需資料及解答問題；

(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);

監察本集團管理人員在履行職務時有否違反董事會制訂的政策或適用的法律、法規及守則(包括上市規則及董事會或其委員會訂立的規則)；

(c) to investigate all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;

調查所有涉及本集團的懷疑欺詐事件及要求管理層就此等事件作出調查及提呈報告；

(d) to review the Group’s internal control procedures and system;

檢查本集團內部監控措施及制度；

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| (e) | to review the performance of the Group's employees in the accounting and internal audit department and meet up with the internal accountant for reviewing the audit work at least once every half year; | 檢查本集團的會計及內部核數部門僱員的表現，最少每半年與內部會計人員檢討審計工作； |
| (f) | to make recommendations to the Board for the improvement of the Group's internal control procedures and system; | 就改善本集團內部監控措施和制度向董事會提出建議； |
| (g) | to request the Board to convene a shareholders' meeting 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; | 如有證據顯示任何董事及/或僱員失職，要求董事會召開股東大會罷免有關董事及辭退有關僱員； |
| (h) | to request the Board to take all necessary actions, including convening a special general meeting, to replace and dismiss the auditors of the Group; | 要求董事會採取任何必要行動，包括召開特別股東大會，更換及辭退本集團的核數師； |
| (i) | 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; | 如有需要，可尋求外部法律或其他獨立專業意見並邀請具備相關經驗及專業知識的外界人士出席會議； |
| (j) | to arrange for the Corporate Governance Report in the Annual Report to include a statement explaining the Committee's recommendation and the reason(s) why the Board has taken a different view where the Board disagrees with the Committee's view on the selection, appointment, resignation or dismissal of the external auditors; and | 倘董事會不認同委員會對外聘核數師事宜的甄選、委任、辭任或罷免的意見，應於年報內的《企業管治報告》中列載委員會闡述其建議的聲明，以及董事會持不同意見的原因；及 |
| (k) | to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged. | 為使委員會能合理地執行第七章項下的職責，行使其認為必要及適宜的權力。 |
| 6.2 | The Committee should be provided with sufficient resources to perform its duties. | 委員會應獲供給充足資源以履行其職責。 |

7. Duties

7.1 The duties of the Committee shall be:

- (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 objectively and the effectiveness of the audit process in accordance with applicable standards;
- (c) to discuss with the external 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;
- (d) 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 Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed. The Committee should also review the non-auditor services provided by the external auditor on an annual basis, to ensure that the independence of such external auditor will not be affected;
- (e) to monitor integrity, accuracy and fairness of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;

職責

委員會履行以下職責：

主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議，並批准外聘核數師的薪酬及聘用條款、以及處理任何有關該核數師辭任或辭退該核數師的問題；

按適用的標準檢討及監察外聘核數師是否獨立客觀及審核程序是否有效；

在外聘核數師開始核數工作之前，與其討論核數的性質和範疇以及有關申報責任；如多於一家外聘核數師公司參與核數工作，確保其互相配合；

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，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下可判定該機構屬於該負責核數的公司的本土或國際業務的一部份的任何機構。委員會應就任何須採取行動或改善的事項向董事會報告並提出建議。委員會應每年檢討外聘核數師所提供的非核數服務，以確保其獨立性不會受到影響；

監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，準確性及公正性，並審閱報表及報告所載有關財務申報的重大意見；

- (f) to review, in draft form and before submission to the Board, the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly report, focusing particularly on:
- (i) any changes in accounting policies and practices;
- (ii) major judgmental areas;
- (iii) significant adjustments resulting from the audit;
- (iv) the going concern assumption and any qualifications;
- (v) compliance with accounting standards;
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group;
- (viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;
- (ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and
- (x) the cashflow position of the Group;
- and to provide advice and comments thereon to the Board;
- (g) in regard to (f) above:
- (i) members of the 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
- 於提交予董事會前，審閱本公司的年報及賬目、半年報告及(若擬刊發)季度報告的草稿，尤其針對下列事項：
- 會計政策及實務的任何更改；
- 涉及重要判斷性的地方；
- 因核數出現的重大調整；
- 企業持續經營的假設及任何保留意見；
- 是否遵守會計準則；
- 是否遵守有關財務申報的上市規則及法律規定；
- 關連交易是否公平合理及對本集團盈利的影響；
- 所有相關事項是否已於本集團財務報表充分披露及披露是否公平地反映本集團的財政狀況；
- 該等報告及賬目中反映的任何重大或不尋常項目；及
- 本集團現金流狀況；
- 并就此向董事會提出建議及意見；
- 就上述(f)項而言：
- 委員會成員須與董事會及高級管理人員聯絡。委員會須至少與本公司的核數師每年開會兩次；及

- (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports 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;
- (h) to 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);
- (i) to review the Company's financial controls, internal control and risk management systems;
- (j) to 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 staff of the Company's accounting and financial reporting function;
- (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;
- (l) to consider major investigations findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (m) where an internal audit function exists, to review the internal audit programmes, 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;
- (n) to review the Group's financial and accounting policies and practices;
- (o) to conduct exit interviews with any director, manager, financial controller or internal audit manager upon their resignation in order to ascertain the reasons for his departure;
- 委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司負責會計及財務匯報職員、監察主任或核數師提出的任何事項；
- 與核數師討論中期有限度評審及年度審核出現的問題、或核數師認為應當討論的任何事項(管理層可能按情況須避席此等討論)；
- 檢討本公司的財務監控、內部監控及風險管理制度；
- 與管理層討論內部監控制度，確保管理層已履行職責建立有效的內部監控系統。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，以及員工所接受的培訓課程及預算是否充足；
- (如果年度報告有此披露)在董事會確認前，審閱本公司內部監控制度的聲明；
- 主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- 如果本公司設有內部核數部門，檢討內部核數程序，須確保內部及外聘核數師相互協調；也須確保本公司內部核數部門獲足夠資源運作，並且有適當的地位；以及檢討及監察其成效；
- 檢討本集團的財務及會計政策及實務；
- 於任何董事、總經理、財務總監或內部核數部門主管離職時，會見有關人員并瞭解其離職原因；

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| (p) | to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports; | 就期內的工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告； |
| (q) | to consider the appointment of any person to be a Committee member, a company secretary, auditors and accounting staff either to fill a casual vacancy or as an additional Committee member, company secretary, auditors and accounting staff or dismissal of any of them; | 考慮董事會要求增加、更換及罷免委員會成員、秘書、核數和會計人員的建議； |
| (r) | to consider the major findings of internal investigations and management's response; | 考慮內部調查報告的主要結果及管理層的回應； |
| (s) | to 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; | 審閱外聘核數師給予管理層的《審核情況說明函件》、核數師就會計記錄、財務賬目或監控制度向管理層提出的任何重大疑問及管理層作出的回應； |
| (t) | 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的《審核情況說明函件》中提出的事宜； |
| (u) | to report to the Board on the matters in the code provisions contained in the Code on Corporate Governance Practices set out in (and as amended from time to time) Appendix 14 to the Listing Rules; | 就於上市規則附錄十四內列明(及不時修定)的《企業管治常規守則》內載有的守則條文所載的事宜向董事會匯報； |
| (v) | to make available this terms of reference by including the same on the Company's website and the Stock Exchange's website, explaining its role and authority delegated to it by the Board; | 委員會應在本公司網站及聯交所網站上公開職權範圍，解釋其角色及董事會轉授予其的權力； |
| (w) | 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; | 檢討可讓僱員就財務匯報、內部監控或其他方面可能發生的不正當行為在保密情況下提出關注。委員會應確保有適當安排，讓本公司公平獨立地調查有關事宜及採取適當跟進行動； |
| (x) | to act as the key representative body for overseeing the Company's relations with the external auditor; 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 |
| (y) | to consider other matters, as defined or assigned by the Board from time to time. | 考慮董事會不時界定或委派的其他事項。 |

8. Veto rights of the Committee

8.1 The Committee has the following veto rights. The Group cannot implement any of the following matters which has been vetoed by the Committee:

(a) to approve any connected transaction within the meaning of the Listing Rules which requires an independent shareholders' vote (unless the approval of such connected transaction is made conditional on the obtaining of the approval of the independent non-executive directors and the independent shareholders); and

(b) to employ or dismiss the Group's financial controller or the internal audit manager.

9. Minutes and records

9.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

9.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting) or the passing of the written resolutions.

9.3 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.

10. Continuing application of the articles of association of the Company

The articles of association of the Company (the "Articles") regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

委員會的否決權

委員會就下列事項有否決權。本集團不能執行以下經委員會否決的事項：

批准任何屬上市規則所界定及須經過獨立股東批准才可進行的關連交易(除非批准此等交易獲得本公司獨立非執行董事及獨立股東批准)；及

聘任或罷免本集團的財務總監或內部核數部門主管。

會議記錄

委員會的完整會議記錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議通過前的合理時間內(一般指委員會會議結束後的14天內)，將委員會會議記錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員徵求意見及作記錄之用。

委員會秘書應就年內委員會所有會議記錄存檔，以及具名記錄每名成員於委員會會議的出席率。

本公司組織章程的持續適用

本公司組織章程細則(「細則」)對董事會會議及其程序的規定，在其適用及本職權範圍條文未有取代情況下，適用於委員會的會議及程序。

11. Powers of the Board

- 11.1 The Board may, subject to compliance with the Articles and the Listing Rules (including the Code on Corporate Governance Practices 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.

董事會權力

董事會在遵守細則及上市規則（包括上市規則之附錄十四《企業管治常規守則》或公司自行制定的企業管治常規守則（如被採用））的前提下，可隨時修訂及廢除委員會的職權範圍及委員會通過的決議，惟有關修訂及廢除該等職權範圍及委員會通過的決議，並不影響任何委員會已採取的行動或已經通過的決議的有效性。