

CHINA FIBRE OPTIC NETWORK SYSTEM GROUP LTD.

中國光纖網絡系統集團有限公司

(a company with limited liability incorporated the Cayman Islands)

AUDIT COMMITTEE

TERMS OF REFERENCE

Foreword

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the board of directors (the “**Board**”) of China Fiber Optic Network System Group Ltd. (the “**Company**”) has adopted terms of reference of the Audit Committee (the “**Committee**”) in accordance with such code.

Membership

1. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from amongst the Non-Executive Directors of which a majority of whom must be Independent Non-Executive Directors (“**INEDs**”).
2. At least one INED must have appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2) of the Listing Rules.

Former partner of the Company’s existing auditing firm is prohibited from acting as a member of the Committee for a period of one year commencing on the later of (a) the date of his ceasing to be a partner of the firm; or (b) the date of his ceasing to have any financial interest in the firm.

3. The Chairman of the Committee shall be appointed by the Board and must be an INED.
4. The Company Secretary, or in his absence, his representative, shall act as the Secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

Authority

5. The Committee is authorized by the Board:
 - (a) to investigate any activity within its terms of reference;
 - (b) to inspect all accounts, books and records of the Company;
 - (c) to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
6. The Committee is authorized by the Board where necessary to obtain outside legal or other professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7. The Committee shall be provided with sufficient resources to discharge its duties.

Duties

The Committee shall have the following duties:

Relationship with the Company's External Auditors

- 8.1 (a) To make recommendation to the Board on the appointment, reappointment and removal of the external auditor,
(b) to approve the remuneration and terms of engagement of the external auditor; and
(c) to consider any questions of resignation or dismissal of that auditor and consider whether there are any matters that need to be brought to the attention of shareholders of the Company.
- 8.2 To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard.
- 8.3 To discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences.
- 8.4 (a) To develop and implement policy on the engagement of 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; and
(b) to report to the board, (i) identifying any matters in respect of which it considers that action or improvement is needed and (ii) making recommendations as to the steps to be taken.

Review of financial information of the Company

- 8.5 (a) 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 any 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 financial information, before submission to the Board, the Committee shall focus particularly on:

- (i) any changes in accounting policies and practices;
- (ii) major judgmental areas;
- (iii) significant adjustments resulting from audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting.

- (b) To discuss problems and reservations arising from the interim and final audits, and any matters the external auditors may wish to discuss (in the absence of management where necessary).

8.6 In regard to 8.5 above:

- (a) Members of the Committee must liaise with the Company's Board, senior management and the person appointed as the Company's qualified accountant;
- (b) the Committee must meet, at least once a year, with the Company's external auditors; and
- (c) 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 qualified accountant, compliance officer (or person occupying the same position), or external auditors.

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

8.7 To review the Company's financial controls, internal control and risk management systems.

- 8.8 (a) To discuss with the management the system of internal control; and
- (b) to ensure that management has discharged its duty to have an effective internal control system.

8.9 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.

- 8.10 Where an internal audit function exists,
 - (a) 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
 - (b) to review and monitor the effectiveness of the internal audit function; and
 - (c) to review reports issued by the internal audit department.

8.11 To review the Group's financial and accounting policies and practices.

8.12 To review the external auditor's management letter, any material queries raised by the external auditor to management in respect of the accounting records, financial accounts or systems of control and management's response.

8.13 To ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter.

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

8.15 To consider the major findings of internal investigations and management's response.

8.16 To report to the Board on all matters set out in this Terms of Reference.

- 8.17 To establish a confidential communication channel for the chairman of the audit committee to receive concerns raised by employees of the Company about possible improprieties in financial reporting, internal control or other matters including improper and personal use of bank accounts. The chairman of the audit committee shall promptly communicate these concerns to the audit committee, launch investigations and other follow-up actions.
- 8.18 To consider any other matters specifically referred to the Committee by the Board including but not limited to the following:
- (a) to review the internal controls and risk management systems of the Company, including the internal controls on bank account management and the monitoring of bank transactions on a quarterly basis in order to detect and prevent improper bank activities and transactions;
 - (b) to review the report on bank account activities, material bank transactions and all incoming wire transfers on a quarterly basis to detect irregularities;
 - (c) to report irregularities (if any) to the Board and the audit committee immediately;
 - (d) to review arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in financial reporting, internal control or other matters. The committee should ensure that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action; and
 - (e) to review the findings of the Company's internal audit division from time to time.

Annual General Meeting & Terms of Reference

- 8.19 The Chairman of the Committee (or in his/her absence, another Member (who must be an INED) of the Committee) shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and responsibilities.
- 8.20 A copy of these Terms of Reference will be made available to any person without charge upon request.

Meetings

9. The Committee shall meet at least four times a year. Additional meetings should be held if the Committee considers it necessary or upon request of the Company's external auditors.
10. The quorum of a meeting shall be any two Members, of whom one has to be an INED.
11. Notice of any meetings of the Committee has to be given 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if the adjournment is less than 14 days.
12. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company

13. The Secretary of the Committee shall keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comments and records respectively, in both cases within a reasonable period of time after each meeting.
14. The Chief Financial Officer of the Company and a representative of the Company's external auditors shall normally attend the meetings. The Committee may, from time to time, invite any appropriate person to attend the meeting whenever it is necessary. However, only Members of the Committee are entitled to vote at the meetings. At least once a year, the Committee shall meet with the Company's external auditors without any Executive Directors being present (except by invitation of the Committee).

Reporting Procedures

15. The Secretary of the Committee or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
16. The Committee shall report to the Board of its findings, decisions and recommendations.
17. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

Company's internal audit division

18. The Company's internal audit division will report to the Board from time to time and upon listing, will report to the audit committee on a quarterly basis. The internal audit division is mandated to monitor the design and operating effectiveness of internal controls, including the internal controls on prohibition of improper use of the Company's bank accounts, and report on its findings of any material deviations from the Company's policies and guidelines.

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