



CHINA EDUCATION GROUP HOLDINGS LIMITED

中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 839)

(股份代號：839)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE 審計委員會職權範圍

The audit committee (the “Committee”) of China Education Group Holdings Limited 中國教育集團控股有限公司 (the “Company”) was established pursuant to a resolution passed by the board of directors of the Company (the “Board”) on 29 November 2017. Set out below are the terms of reference (the “Terms of Reference”) of the Committee. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

中國教育集團控股有限公司（「本公司」）審計委員會（「委員會」）根據本公司董事會（「董事會」）於2017年11月29日通過的決議案成立。以下載列委員會的職權範圍（「職權範圍」）。如職權範圍的英文版本與繁體中文版本有任何歧義，概以英文版本為準。

1. PURPOSE

目的

- 1.1 The purpose of the Committee is to assist the Board in establishing formal and transparent arrangements to consider how the Board should apply financial reporting, risk management and internal control principles and for maintaining an appropriate relationship with the Company’s auditors.

委員會成立的目的是協助董事會建立正規透明的安排，以便考慮董事會應如何運用財務申報、風險管理及內部監控原則，以及如何維持與本公司審計師的適當關係。

2. COMPOSITION

組成

- 2.1 The Committee shall comprise a minimum of three members consisting of non-executive directors only and a majority of which must be independent non-executive directors of the Company. The Committee must comprise of at least one independent non-executive director who has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time). Members of the Committee shall be appointed by the Board.

委員會須由至少三名成員（僅為非執行董事）組成，其中多數成員須為本公司獨立非執行董事。委員會須包括至少一名具備香港聯合交易所有限公司證券上市規則（「上市規則」）（經不時修訂）第3.10(2)條規定之適當專業資格或會計或相關財務管理專長的獨立非執行董事。委員會成員須由董事會委任。

- 2.2 The Board shall appoint one member of the Committee as the chairman (the “**Chairman**”), who must be an independent non-executive director.

董事會須委任委員會的一名成員（須為獨立非執行董事）擔任主席（「主席」）。

- 2.3 A former partner of the Company’s existing auditing firm shall be prohibited from acting as a member of the Committee for a period of two years from the date of the person ceasing: (i) to be a partner of the firm; or (ii) to have any financial interest in the firm, whichever is later.

本公司現任審計師事務所的前任合夥人不再：(i)為該事務所合夥人之日；或(ii)享有該事務所任何財務利益之日（以較後者為準）起計兩年內，不得擔任委員會成員。

3. MEETINGS

會議

- 3.1 Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (the “**Articles**”) (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

除本文另有指明外，本公司組織章程細則（「細則」）（經不時修訂）所載規範董事會議及議事程序的規定，適用於委員會會議及議事程序。

- 3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

委員會成員可親身出席委員會會議，亦可以其他電子通訊方式或委員會成員同意的其他方式參與會議。

3.3 The Committee shall meet at least two times annually, or more frequently if circumstances require.

委員會每年須最少舉行兩次會議，需要時可增開會議。

3.4 The Board, any member of the Committee and the external auditors may request a meeting if they consider that one is necessary.

董事會、委員會任何成員及外聘審計師認為必要時，可要求召開會議。

3.5 The chief financial officer or the representative of Finance Department of the Company and at least one representative of each of the internal auditors and the external auditors shall normally attend meetings. Other members of the Board shall also have the right of attendance. However, the Committee shall meet with the external auditors at least twice a year. At least once a year the Committee shall meet with the external and internal auditors without executive directors present.

本公司首席財務官或財務部代表及內部審計師和外聘審計師各自的至少一名代表通常須出席會議，董事會其他成員亦有權出席。然而，委員會每年仍須與外聘審計師舉行至少兩次會議。委員會每年須與外聘及內部審計師舉行至少一次並無執行董事出席的會議。

3.6 Members of the Committee may be represented at a meeting of the Committee by an alternate appointed by him or her.

委員會成員委任的替任人可於委員會會議上代表該成員。

3.7 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

主席負責領導委員會，包括安排會議時間、制訂會議議程及向董事會例行匯報。

3.8 A meeting of the Committee may be convened by any of its members.

委員會會議可由任何成員召集。

3.9 A quorum shall be two members of the Committee.

委員會會議法定人數為兩名成員。

3.10 Unless otherwise agreed by all the members of the Committee, notice of at least seven days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairman shall determine whether or not a meeting of the Committee is a regular meeting.

除委員會全體成員另有協定外，委員會例會須至少提前七天發出通知，而委員會的所有其他會議亦須發出合理通知。主席須確定委員會會議是否屬例會。

- 3.11 The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

會議議程及相關證明文件須於會議召開日期至少三天（或成員可能協定的其他期限）前寄予委員會全體成員及其他與會者（如適用）。

- 3.12 Each member shall have one voting right. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

每名成員均有一票投票權。根據細則，在委員會任何會議上提出的問題須以多數票決定，如贊成與反對的票數相等，則主席有權投第二票或決定票。

- 3.13 The members of the Committee shall appoint a secretary of the Committee (the “**Secretary**”) to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman or the Secretary of the meeting or succeeding meeting.

委員會成員須委任一名委員會秘書（「**秘書**」）負責會議記錄。如秘書未有出席，其代表或出席委員會會議的成員選任的任何人士須出席委員會會議並負責會議記錄。倘會議記錄指稱經會議或續會主席或秘書簽署，則成為相關議事程序的最終證明。

- 3.14 Full minutes of meeting of the Committee shall be kept by the Secretary or any one of the joint company secretaries of the Company. They shall be open for inspection at any reasonable time on reasonable notice by any director.

秘書或本公司任一聯席公司秘書須保存委員會會議之完整會議記錄，並於任何董事發出合理通知後於任何合理時間供其查閱。

- 3.15 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Committee within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record details of the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.

秘書須編製委員會會議記錄及該等會議的個人出席記錄，於委員會會議結束後合理時段內寄予委員會全體成員，以供彼等提出意見及記錄。僅就出席記錄而言，委員會成員的替任人出席會議不會計為委員會有關成員本人出席。會議記錄須記載經審議事項及所作決策的詳情，包括董事表示關注的事項或發表的異議。

- 3.16 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all of the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

在不違反上市規則任何規定的前提下，經委員會全體成員（或彼等各自的替任人）簽署的書面決議案合法及具效力，猶如已於正式召開的委員會會議上通過。

4. ACCESS

接觸權

- 4.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.

委員會可全面接觸管理層，並可邀請管理層成員或其他人士出席委員會會議。

- 4.2 The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

本公司須向委員會提供充足資源以供履行職責，包括但不限於必要時獲取內部或外部法律、會計或其他顧問的獨立專業意見及協助，費用由本公司承擔。

5. REPORTING PROCEDURES

報告程序

- 5.1 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference from time to time and recommend any proposed changes to the Board.

委員會須不時評估職權範圍是否有效及充分，然後向董事會提出變更建議。

- 5.2 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會須向董事會匯報其決定或建議，惟依照法律或監管限制不可匯報的情況除外（例如監管規定的披露限制）。

6. AUTHORITY

權限

- 6.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).

委員會的權限及職責包括上市規則（經不時修訂）附錄十四企業管治守則（「企業管治守則」）相關守則條文載列的有關職責及權限。

- 6.2 The Committee is authorized by the Board to investigate any activity within these Terms of Reference. It is authorized to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee.

委員會獲董事會授權，對職權範圍內的任何活動開展調查，亦獲授權向任何僱員索取所需資料，而全體僱員均受指示須配合委員會的任何要求。

- 6.3 Where the Board disagrees with the Committee’s view on the selection, appointment, resignation or dismissal of the external auditors, the Company should include in the corporate governance report a statement from the Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.

倘董事會不同意委員會有關甄選、委任、辭任或解聘外聘審計師的意見，本公司須於企業管治報告載入委員會闡述其建議的聲明，以及董事會持不同意見的原因。

7. DUTIES

職責

- 7.1 Without prejudice to any requirements under the CG Code, the duties of the Committee shall include the following:

在不違反企業管治守則規定的前提下，委員會的職責包括以下各項：

- (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;

主要負責就委任、重新委任及罷免外聘審計師向董事會提供建議、批准外聘審計師薪酬及聘用條款，及處理有關其辭任或解聘的問題；

- (b) to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

按適用標準檢討及監察外聘審計師是否獨立客觀及審計程序是否有效。委員會須於開始審計前與審計師討論審計性質和範疇以及申報責任；

- (c) to develop and implement policies on engaging an external auditor to supply non-audit services. For this purpose, an “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;

就外聘審計師提供非審計服務制訂及實施政策。謹此說明，「外聘審計師」包括與審計師事務所處於相同控制權、所有權或管理權下的任何實體，或了解所有相關資料的合理知情第三方合理斷定屬於該審計師事務所本土或國際業務一部分的任何實體。委員會應向董事會匯報需採取行動或予以改善的事項，指明有關事項並提出建議；

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

監察本公司財務報表、年報、賬目、中期報告及（如有編製刊發）季度報告的完整性，檢討當中所載重大財務申報判斷。向董事會提交有關報告前，委員會尤應針對下列事項加以審閱：

- (i) any changes in accounting policies and practices;
會計政策及慣例變更；
- (ii) major judgmental areas;
重要判斷領域；
- (iii) significant adjustments resulting from the audit;
審計導致的重大調整；
- (iv) the going concern assumptions and any qualifications;
持續經營假設及任何保留意見；
- (v) compliance with accounting standards; and
有否遵守會計準則；及
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
有否遵守有關財務申報的上市規則及法律規定；

(e) regarding paragraph (d) above:

就上文(d)段而言：

(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

委員會成員須與董事會及高級管理層聯絡，委員會每年須至少與本公司審計師會談兩次；及

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

委員會須考慮報告及賬目所反映或需反映的任何重大或不尋常項目，並妥善考慮本公司會計及財務申報負責人、合規主任或審計師提出的事宜；

(f) to review the Company's financial controls, risk management and internal control systems;

檢討本公司的財務監控、風險管理及內部控制系統；

(g) to discuss the risk management and internal control systems 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 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控制系統，確保管理層已履行職責建立有效系統。討論內容須包括本公司會計及財務申報方面的資源、員工資歷及經驗、培訓課程及預算是否充足；

(h) 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;

應董事會委派或主動考慮有關風險管理及內部控制事宜的重要調查結果及管理層對該等結果的回應；

(i) 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;

如有內部審計部門，須確保協調內部審計師與外聘審計師的工作，確保內部審計部門資源充足且在本公司有適當地位，以及檢討及監察部門成效；

- (j) to review the Company and its subsidiaries' and consolidated affiliated entities' operating, financial and accounting policies and practices;

檢討本公司及其附屬公司與併表附屬實體的經營、財務及會計政策及常規；

- (k) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;

審閱外聘審計師致管理層函件、審計師就會計記錄、財務賬目或監控系統向管理層提出的任何重大質詢及管理層的答覆；

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

確保董事會及時答覆外聘審計師致管理層函件提出的問題；

- (m) to report to the Board on the matters in the CG Code;

就企業管治守則所述事宜向董事會匯報；

- (n) 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 and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

檢討可供本公司僱員非公開舉報財務申報、內部控制或其他方面可能發生的不正當行為之安排，確保設有適當安排，對相關事宜進行公平、獨立調查及採取適當跟進行動；

- (o) to act as the key representative body for overseeing the Company's relations with the external auditor;

擔任本公司與外聘審計師之間的主要代表，監督兩者關係；

- (p) to review continuing connected transactions of the Company and ensure compliance with terms approved by shareholders of the Company; and

審核本公司持續關連交易，確保遵守本公司股東批准的條款；及

- (q) to consider such other matters as the Board may from time to time determine.

審議董事會不時確定的其他事宜。

8. ANNUAL GENERAL MEETING

股東週年大會

- 8.1 The Chairman or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the “AGM”) of the Company and be prepared to respond to questions at the AGM on the Committee’s work and responsibilities.

主席或（倘主席缺席）委員會另一成員或（倘前述兩者均未出席）其正式委任代表須出席本公司股東週年大會（「股東週年大會」），並準備於股東週年大會回答有關委員會工作及職責的提問。