

The Detailed Working Rules for the Audit Committee of the Board of Directors of Yankuang Energy Group Company Limited

CHAPTER 1 GENERAL PROVISIONS

Article 1 The Company formulated these terms of reference to establish and improve the corporate governance structure of the Company and to ensure the Audit Committee under the Board of Directors to operate in a strict, standardized, orderly and efficient manner in accordance with the listing regulatory requirements including the Guidelines for the Governance of Listed Companies issued by the CSRC, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and the Guidelines for the Works of Audit Committee of the Board of Directors of the Listed Companies issued by the Shanghai Stock Exchange.

Article 2 The Audit Committee under the Board of Directors is a special organ established by the Board of Directors which shall hold responsibility for the Board of Directors and shall be provided with sufficient resources to perform its duties and responsibilities. The Audit Committee may engage intermediaries for independent professional opinions, the cost of which shall be borne by the Company.

Article 3 The Audit Committee shall perform its duties and responsibilities within the scope of duties prescribed under these terms of reference and its operation shall be independent and not interfered by other departments of the Company.

Article 4 The meetings of the Committee shall be convened under the principle of onsite meeting. Provided that all participating directors can fully communicate and express their opinions, meetings may be convened by way of video, telephone, or other means in accordance with procedures if necessary.

Article 5 All procedures for convening meeting, voting method, and approving

proposals of the Audit Committee in compliance with relevant laws, regulations, the Articles of Association and this Terms of Reference.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 6 The Audit Committee comprises three external directors, more than half of which are independent non-executive Directors and at least one member shall be an independent non-executive Director who has the appropriate professional qualifications or the appropriate accounting or relevant financial management expertise, and such member shall act as the convenor.

Article 7 A member of the Audit Committee shall fulfill the basic conditions set forth below:

1. being qualified to hold the position of a director in a listed company in accordance with the laws, administrative regulations, and other relevant regulations;
2. having professional knowledge and business experience capable for performing the works and responsibilities of the Audit Committee;
3. being independent as required by the Guidelines on the Establishment of Independent Directorship of Listed Companies for independent Directors;
4. such other conditions as may be specified in the Articles of Association;
5. the former partner of the Company's external auditing firm currently employed by the Company shall not be member of the Audit Committee within two years from the date on which he ceases to be a partner of such auditing firm or he no longer entitles to financial benefits of such auditing firm, whichever is later.

Article 8 The members of the Audit Committee shall be nominated by the Chairman, not less than one half of independent Directors or one-third of all Directors and shall be elected by the Board of Directors.

Article 9 The Board of Directors of the Company shall make regular appraisals

towards the independence and performance of the members of the Audit Committee, and change and replace the member not suitable for the incumbency in the Audit Committee.

Article 10 The Audit Committee shall have one chairman who shall be an independent non-executive Director and in charge of the work of the Audit Committee. The chairman shall possess relevant professional knowledge and experiences in accounting or financial management.

Article 11 The non-independent Directors of the Audit Committee shall not be the chairman of the committee.

Article 12 The term of office of each member of the Audit Committee shall be consistent with the term he/she served in the Board, and his/her eligibility for re-election for successive terms shall be at the discretion of the Board.

Article 13 Any member of the Audit Committee who no longer holds office as a Director shall automatically cease to be a member of the Audit Committee and the vacancy shall be filled by the Board in accordance with the provisions of Article 5 to Article 8 set forth above.

Article 14 The members of the Audit Committee shall attend trainings and timely acquaint themselves with the professional knowledge relevant to their performance of duties, including laws, accounting, listing supervisory regulations of listing companies and etc.

Article 15 The internal audit institution of the Company shall be responsible for the daily operation of the Audit Committee, including convening meetings of the Audit Committee and circulating relevant documents.

CHAPTER 3 DUTIES AND POWERS

Article 16 The Audit Committee under the Board of Directors shall perform the

following duties and responsibilities:

1. to evaluate the performance of the external auditors annually and approve their remuneration, and make proposals in respect of the appointment, re-appointment or dismissal of the external auditors to the Board, approve terms of the remuneration and appointment and to handle any issues related to the resignation or dismissal of the external auditors;

2. to discuss the daily working standards for internal auditors with the external auditors; to examine the accounting policy and practices, financial position, and financial reporting procedures of the Company;

3. to formulate and implement the policies regarding the provision of non-audit services by the external auditors (for the purposes of this provision, an "external auditor" includes any organization under common control, ownership, or management with the audit firm, or any organization that a reasonable and informed third party would reasonably consider to be part of the audit firm's domestic or international operations), and report and make recommendations to the Board on any matters where action or improvement is needed;

4. to evaluate the works conducted by the external auditors, including examining and monitoring the independence and objectivity of the external auditing firms and the effectiveness of the audit procedures based on appropriate standards; and to discuss with the external auditors the nature and scope of audit and the related reporting obligations before the commencement of any audits;

5. to examine the quarterly, half-year and annual financial report and their completeness before the disclosure of any financial information of the Company; to review the material opinions in relation to financial reporting before submission of the relevant financial accounts and reports to the Board of Directors, particularly (i) any amendments to the accounting policy and practice; (ii) any part of significant meaning

and involving important analysis; (iii) any material adjustment due to auditing; (iv) the Company's assumption on continuous operation and any reserved opinion; (v) compliance with accounting standards; (vi) compliance of relevant requirements in the regulations of place where the securities of the Company are listed and other laws with respect to financial reporting; (vii) consideration on any material or unusual matter reflected or to be reflected in the above-mentioned financial information, and reference to any matter proposed by the accounting and financial staff, the compliance officer, auditors or any other staff of the Company.

As for matters mentioned above, the Audit Committee shall keep in touch with the Board and the management, and hold at least two meetings per year with external auditors.

6. to hear the reports given by external auditors on the annual audit report, special audit report, management proposal of the Company and other matter; to review the written reports provided to the management of the Company by the external auditors related to the auditing status, and any significant doubt cast over the management regarding the accounting records, financial statements or internal monitoring system and the management's response to the aforementioned, and ensure the Board response to the concerned issues from external auditors in a timely manner;

7. to discuss with the external auditors any issues encountered during the auditing process and ensure any material findings and proposals of the external auditors and the feedbacks from the management are received, discussed and dealt with properly; to meet separately with the external auditors and discuss any matters to be discussed separately as considered necessary by both parties and ensure the external auditors can, if necessary, communicate with the chairman of the Audit Committee through effective channels; to consider whether certain circumstances would be detrimental to the judgment or independence of the external auditors in

performing audit; to serve as the primary representative between the Company and the external auditor, and to monitor the relationship between the two parties;

8. to study and discuss the appointment or dismissal of financial officers of listed company and changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;

9. to hold meetings with the internal auditing department at least once a year, the frequency of which can be increased as required by works. The internal auditing staff shall report directly to the Audit Committee; The Audit Committee, when performing its duties, can call on meeting with the person who are in charge of internal audit department to discuss matters separately that both parties consider necessary; to supervise and inspect the internal auditing work; and to report to the Board of Directors on the progress and quality of internal audit and major problems identified;

10. to review and approve internal audit plans and to be informed regularly the implementation status of the internal audit plans throughout the year, supervising the implementation of internal audit plans of the Company; to examine the effectiveness of the internal audit department in performing its duties and responsibilities and ensure its full functioning under the internal control system of the Company, etc.; to review the annual working reports of the internal auditing department; to review the internal audit plan for the forthcoming year and ensure its coverage includes major risk exposures; to give guidelines on the auditing methods and procedures of the internal auditing department; to hold accountability for coordinating the communication between the internal auditor and external audit units such as accounting firms and national audit institutions and ensure appropriate coordination between them;

11. to review the analysis of the management or the external auditors, point out

financial reporting issues of material importance and give judgments to be made in preparing the financial reports, including the analysis of the impact of alternative generally accepted accounting principles on the financial reports;

12. to oversight of the financial reporting system, risk management and internal control systems of the Company, mainly including: (1) to review the financial controls of the Company, and to review the risk management and internal control systems of the Company; (2) to hold meetings at least once a year, discuss with the management on the risk management and internal control systems to ensure the establishment of effective internal control systems, to hear reports on the risk management and internal control system supervision; to listen to important opinions and recommendations made by the financial department, audit department and external auditors in respect of the financial reporting procedures and internal control systems as well as reports on the reasonableness of the management's works, and to compile a written letter of review opinions to prepare and draft self-assessment report on internal control system and propose the Board for review and discussion; and the self-assessment report on internal control system shall include opinions as to whether the resources, qualifications and experience of employees of the Company in fulfilling its accounting and financial reporting duties are adequate and as to whether the training courses enrolled by the employees and the relevant budget are adequate; (3) to act proactively or upon delegation by the Board of Directors to conduct a research on important investigation findings on risk management and internal control matters and the management's response to these findings; and (4) to report to the Board of Directors on matters under Part II of the Corporate Governance Code set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

13. to regularly listen to reports on anti-corruption by the relevant department of

the Company and review: (1) access to, maintenance of and responses to the complaint arrangements about accounting, internal 8 control and financial issues; and (2) work procedures to deal with any improper actions which may arise due to the secret and anonymous reporting of employees as established by the Company to ensure fair and independent investigations are conducted and appropriated actions are taken by the Company in respect of the concerned issues;

14. to ensure the Company is in compliance with other laws and regulations;

15. to supervise the Directors and senior management in their performance of their duties and to propose the removal of Directors and senior management who have violated the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' meetings;

16. to demand rectification from a director or senior management when the acts of such persons cause damages to the interests of the Company;

17. to initiate proceedings against Directors and senior management in accordance with the relevant requirements of the Company Law;

18. to propose to convene an extraordinary shareholders' meeting and an extraordinary Board meeting, to convene and preside over the shareholders' meeting when the Board of Directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated by this Article;

19. to propose a proposal to the shareholders' meeting;

20. to be responsible for other matters required by laws, regulations, the Articles of Association or authorized by the Board of Directors, including research on the topics identified by the Board of Directors and the requirements related to the scope of works of the Audit Committee under the listing rules of the places where the securities of the Company are listed as amended from time to time.

Article 17 Unless otherwise specified in laws and regulations, the Audit

Committee under the Board of Directors shall supervise the internal audit department to review the following matters, prepare a review report and submit it to the Board of Directors at least once every half year. The Audit Committee shall report in a timely manner to the stock exchange any non-compliant or non-standard operation as it identified:

(1) implementation of significant matters including use of raised proceeds, provision of guarantees, connected transactions, securities investment and derivative transaction, provision of financial assistance, purchase or sale of assets and external investment;

(2) large-value transactions of the Company and the transactions with Directors, senior management, the controlling shareholder and de facto controller and their respective associates.

Article 18 The Audit Committee shall issue assessment opinions in writing in respect of the effectiveness of the internal control of the Company based on the internal audit report and relevant information submitted by the internal audit department, and report to the Board of Directors.

Article 19 The following matters shall be submitted to the Board of Directors for consideration after approval by a majority of all members of the Audit Committee:

1. disclosure of financial information in financial and accounting reports and periodic reports, and evaluation reports on internal control;
2. appointment or dismissal of accounting firms engaged in audit business for the Company;
3. appointment or dismissal of the chief financial officer of the Company;
4. changes in accounting policies and accounting estimates made for reasons other than changes in accounting standards, or corrections of material accounting errors;

5. other matters as required by laws and regulations, relevant requirements by securities regulatory agencies and the Articles of Association.

Article 20 Regarding the engagement or replacement of the external audit institution, the Audit Committee under the Board of Directors shall form its review opinion and make recommendations to the Board of Directors for consideration of the relevant resolution(s).

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 21 The auditing department of the Company shall be responsible for the provision of written information in respect of the Company to the Audit Committee, which includes:

1. the relevant financial reports of the Company;
2. the work reports of the internal and external auditors, respectively;
3. the external audit contracts and related work reports;
4. the disclosure of information to the public by the Company;
5. other related matters.

Article 22 The Audit Committee meetings make assessment on the related reports and shall report the following matters to the Board:

1. evaluation of works conducted by and the appointment and replacement of the external auditing firms;
2. opinions on whether the internal audit system of the Company has been implemented effectively;
3. opinions on the objectivity and truthfulness of the financial reports of the Company disclosed publicly;
4. other related matters.

CHAPTER 5 PROCEDURAL RULES

Article 23 At least a meeting of the Audit Committee shall be held each quarter and convened by the chairman of the Audit Committee.

Article 24 In any of the following circumstances, the chairman of the Audit Committee shall hold a provisional meeting within seven working days:

1. proposed by the Board to convene a meeting;
2. proposed by not less than one-third of the committee members;
3. considered necessary by the chairman of the committee.

Article 25 The notice of meeting convened by the Audit Committee shall be delivered by hand, by post or by facsimile. Notification period for serving the notice shall be three days prior to the date of the meeting.

Article 26 A notice of the Audit Committee meetings shall contain the following details:

1. the date and place of the meeting;
2. the duration of the meeting;
3. agenda to be considered at the meeting;
4. a clear statement explaining that committee members shall not be absent from the meeting without reasons and shall, in the event of absence for some reasons, submit to the committee the proxy forms which set out the name of the members so delegated and the scope of delegation;
5. the date of issue of the notice.

Article 27 The Audit Committee meetings shall be presided over by the chairman of the committee. Where the chairman of the committee is unable to perform his duties and responsibilities for any reasons, one member of independent director shall be designated by him to preside over the meeting.

Article 28 Members of the Audit Committee shall attend the Audit Committee meetings and clearly deliver their opinions on matters reviewed in person. If they are

not able to attend the meeting due to certain reasons, they may delegate other members to attend the meeting and give opinions on their behalf with a power of attorney signed by them. The power of attorney shall specify the scope of authorization and the term of validity. Each member can only represent by one person at most. When a member of independent Director is not able to attend the meeting due to certain reasons, he or she shall delegate other member of independent Director to attend the meeting on his or her behalf.

If a member does not attend the Audit Committee meeting in person, and does not authorize any representatives to attend the meeting, he or she shall be deemed to have waived the voting right at the relevant meeting.

Article 29 The Audit Committee meetings may not be held unless more than two thirds of the members are present. All proposals of the Audit Committee reviewed and submitted to the Board of Directors shall be approved by more than half of all the members. Matters that cannot be commented by the Audit Committee due to withdrawal of members from the meeting, shall be directly proposed to the Board for consideration.

Article 30 Any member of the Audit Committee shall abstain from voting at the meeting if he or she has conflicts of interests in the matter considered at the meeting.

Article 31 The Audit Committee shall ensure that its members are able to fully express their opinions and the final resolutions shall be signed by the attending members.

Article 32 Members of the auditing department may attend the Audit Committee meetings and the Audit Committee may, when necessary, invite representative of external auditing institute, Directors, senior management, financial staff, legal consultant and other relevant personnel to attend the meeting.

Article 33 Complete minutes of the Audit Committee meetings shall be prepared.

Draft and final versions of minutes of the Audit Committee meetings shall be sent to all members of the Audit Committee normally within a reasonable time after the meeting for their comments and records respectively. Attending members and other attendees shall sign on the minutes of meetings.

Minutes of the Audit Committee meetings shall contain the following items:

1. the date and place of the meeting and the name of the convener;
2. the number and names of attending members and members appointed as proxies to attend the meeting;
3. the agenda of the meeting;
4. highlights of the speeches made by members;
5. the voting method and results of each proposal (the number of affirmative, negative or abstention votes shall be specifically indicated).

Article 34 Documents and information in relation to minutes of the Audit Committee meetings shall be kept by the auditing department of the Company and filed with the Office to the Board.

Article 35 The Audit Committee shall report to the Board of Directors of the Company in writing any resolutions passed at the meetings and the voting results at the conclusion of the meetings, except for those prohibited to be reported by laws or regulatory restrictions.

Article 36 All members attending the Audit Committee meetings shall be obliged to keep all matters proposed at the meeting confidential and shall not disclose any information relevant to the meeting.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 37 In case of any matter not detailed in the Working Rules herein, or any conflict arises with the laws, regulations and the listing regulatory requirements issued

from time to time and the Articles of Association, the laws, regulations and the regulatory requirements and the Articles of Association shall prevail.

Article 38 The Working Rules are effective since the date of approval by the Board of the Company, and are subject to the interpretation, formulation and amendment by the Board.