



CHINA NEW ENERGY POWER GROUP LIMITED

(Incorporated in Bermuda with limited liability)

AUDIT COMMITTEE – TERMS OF REFERENCE

The audit committee (the “**Audit Committee**”) is established by the board of directors (the “**Board**”) of China New Energy Power Group Limited (the “**Company**”). The Terms of Reference of the Audit Committee was adopted in 1998 and amended by the Board on 29 March 2012. The constitution of the Audit Committee shall comply with the requirements of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

A. Membership

1. The members of the Audit Committee shall be appointed by the Board and the Audit Committee must consist of a minimum of three members.
2. Membership of the Audit Committee shall be confined to non-executive Directors, the majority of which must be independent non-executive directors (“**INEDs**”) and at least one member shall be an INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.
3. The chairman of the Audit Committee shall be appointed by the Board and must be an INED.
4. A former partner of the Company’s existing auditing firm shall be prohibited from acting as a member of the Audit Committee for a period of one year from the later of (a) the date of his/her ceasing to be a partner of the firm; or (b) the date of his/her ceasing to have any financial interest in the firm.

B. Secretary

The company secretary of the Company shall be the secretary of the Audit Committee. The secretary of the Audit Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Audit Committee.

C. Meetings

1. The Audit Committee shall meet at least twice a year. The Company's external auditor may request that a meeting be held if they consider it necessary.
2. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice given, attendance of a meeting by a member shall be deemed waiver of the requisite length of notice by such member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
3. The quorum of the Audit Committee shall be any two members, one of whom should be an INED.
4. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications by means of which all persons participating in the meeting are capable of hearing each other.
5. Resolutions of the Audit Committee at any meetings shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.
6. A resolution in writing signed by all the members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held.
7. Full minutes of Audit Committee meetings shall be kept by the secretary of the Audit Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

D. Attendance at Meetings

1. At least once a year, representatives of the Company's external auditor will meet the Audit Committee without any executive directors being present, except by invitation of the Audit Committee, to discuss matters relating to its audit fees, any issues arising from the audit and any other matters the auditor may wish to raise.
2. At the invitation of the Audit Committee, the following persons may attend the meeting:
 - Group Finance Director or Head of Accounts Department (or person occupying the same position);
 - Head of Internal Audit (where an internal audit function exists);
 - other members of the Board; and
 - other persons who with meaningful input to the Audit Committee's activities.
3. Only members of the Audit Committee are entitled to vote at the meetings.

E. Annual General Meeting

The chairman of the Audit Committee or in his/her absence, another member (who must be an INED) of the Audit Committee, or failing this, his/her duly appointed delegate, shall attend the Company's annual general meeting and be prepared to respond to questions on the Audit Committee's activities and their responsibilities.

F. Responsibility, Powers and Discretion

The responsibility of the Audit Committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting and internal control system and to assist the Board with any other responsibility as may be delegated by the Board from time to time. The Audit Committee shall have the following responsibilities, powers and discretion:

Relationship with the Company's external auditors

1. 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;

2. to review and monitor the external auditor's independence and objectivity;
3. to review and monitor the effectiveness of the audit process in accordance with applicable standards and to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
4. 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;
5. to report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

Review of the Company's financial information

6. to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review any significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Audit 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 legal requirements in relation to financial reporting;
7. Regarding 6 above:-
 - (a) Members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditor; and

- (b) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report 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 person occupying the same position), or auditor;

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

8. to review the Company's financial controls, internal control and risk management systems;
9. 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 the Company's accounting and financial reporting function;
10. to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
11. 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 Group, and to review and monitor its effectiveness;
12. to discuss problems and reservations arising from the interim and final audits or quarterly review, and any matters the auditor may wish to discuss (in the absence of management where necessary);
13. to review the Group's financial and accounting policies and practices;
14. 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;
15. to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
16. 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 Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters for appropriate follow-up action;

17. to act as the key representative body for overseeing the Company's relations with the external auditor;
18. to report to the Board on all matters in these terms of reference; and
19. to consider any other matters specifically referred to the Audit Committee by the Board.

G. Reporting responsibility and procedures

1. The Audit Committee shall report to the Board after each meeting.
2. Where the Board disagrees with the Audit 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 Audit Committee explaining its recommendation and also the reason(s) why the Board has taken a different view.

H. Authority

1. The Audit Committee is authorised by the Board to inspect all accounts, books and records of the Company.
2. The Audit Committee shall have the right to require the Company's management to furnish information on any matter relating to the financial position of the Company, its subsidiaries or affiliates, as may be required for the purposes of discharging its duties.
3. A member of the Audit Committee may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a member of the Audit Committee to the Company.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

4. The Audit Committee shall be provided with sufficient resources to perform its duties.

I. Publication of the Term of Reference

The terms of reference of the Audit Committee will be posted on the websites of the Company and the Stock Exchange. A copy of the terms of reference will be made available to any person without charge upon request.