

ENN ENERGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

(Adopted on 31 December 2004)

(Amended on 22 March 2007, 18 February 2009 and 30 March 2012)

ENN ENERGY HOLDINGS LIMITED

Terms of Reference for the Audit Committee

Formation

1. The board of directors (the “Board”) of ENN Energy Holdings Limited (the “Company”) resolved to establish a committee of the Board to be known as the Audit Committee (the “Committee”).

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

Composition and Quorum

2. The Committee shall be appointed by the Board from amongst the non-executive directors of the Company only of which a majority of the non-executive directors so appointed shall be independent. The Committee shall consist of not less than three members. A quorum for meeting of the Committee shall be two members.
3. The chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.

Attendance at meetings of Committee

4. The Chief Financial Officer and a representative of the external auditors shall normally attend meetings of the Committee. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors without executive Board members present.
5. The Company Secretary shall be the secretary of the Committee. In the absence of the Company Secretary in any meeting of the Committee, a member of the Committee or a representative of the Company Secretary shall act as the secretary of the meeting of the Committee.

Frequency of meetings

6. Meetings shall be held not less than twice a year. The external auditors or any members of the Committee may request a meeting with or without the presence of executive directors if they consider that one is necessary.

Authority

7. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

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8. The Committee is authorised by the Board, subject to prior discussion concerning the cost, 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.

Duties

9. The duties of the Committee shall be :
- (a) to be primarily responsible for making recommendation 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 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;
 - (c) 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;
 - (d) 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 significant financial reporting judgments contained in them. In reviewing these reports before submission to the board, the Committee should 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 qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;

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- (e) Regarding (d) 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
 - (ii) the 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 auditors;
- (f) to review the Company's financial controls, internal controls and risk management systems;
- (g) 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;
- (h) 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;
- (i) to discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of management where necessary);
- (j) 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 controls and management's response;
- (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) 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;
- (m) to ensure that the board will provide a timely response to the issues raised in the external auditor's management letter;
- (n) to report to the board on the matters in provision of terms of reference of the Committee;
- (o) to review the group's financial and accounting policies and practices;

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- (p) to review arrangements by which 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;
- (q) to act as the key representative body for overseeing the Company's relations with the external auditor; and
- (r) to consider other topics, as defined by the board;

Reporting procedures

10. The secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

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