

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
董事局审计委员会的章程

CHINANET ONLINE HOLDINGS, INC.

Purpose 职能

The primary purposes of the committee are to oversee on behalf of the board of directors:

委员会的主要职能是代表董事局进行监督如下事项：

the company's accounting and financial reporting processes and the integrity of its financial statements;

公司的会计和财务报告程序以及财务报表的真实性；

the audits of the company's financial statements and the appointment, compensation, qualifications, independence and performance of the company's independent auditors;

公司财务报表的审计，以及公司独立审计师的任命、报酬、资格、独立性和工作表现

the company's compliance with legal and regulatory requirements; and

公司遵守法律和法规要求的情况；

the performance of the company's internal audit function and internal control over financial reporting.

公司对财务报告的内部审计、内部控制的执行情况。

The committee also has the purpose of preparing the audit committee report that SEC rules require the company to include in its annual proxy statement.

委员会还应根据 SEC 规则的要求，起草审计委员会报告，并将报告附在每年股东签署的委托书中。

The committee's function is one of oversight only and does not relieve management of its responsibilities for preparing financial statements that accurately and fairly

present the company's financial results and condition, nor the independent auditors of their responsibilities relating to the audit or review of financial statements.

委员会只起到一种监督职能,并不能解脱管理层在起草财务报表中准确公平地说明财务成果以及情况的职责,也不能解脱独立审计师审计或检查财务报告应负的责任。

Organization 组织结构

Number of members.

The committee must consist of at least three directors. The board may designate a committee member as the chairperson of the committee, or if the board does not do so, the committee members will appoint a committee member as chairperson by a majority vote of the authorized number of committee members.

成员数量:委员会必须至少由三名董事组成。董事局可指派一名委员会成员担任主席;如果董事局未指定,那么由获得授权的委员会成员进行投票,得票数居多的担任委员会主席。

Independence.

All committee members must have been determined by the board to be independent, as defined and to the extent required in the applicable SEC rules and NYSE listing standards, as they may be amended from time to time (the "listing standards"), for purposes of audit committee membership.

独立性:必须由董事局认定委员会所有的成员符合 SEC 规则和 NYSE 上市标准所定义的独立性。但随着审计委员会成员的变化,此项要求可能会被多次修订。

Financial literacy.

Each committee member must be financially literate upon appointment to the committee, as determined by the board in accordance with the listing standards. At all times, there should be at least one committee member who, as determined by the board, is an audit committee financial expert as defined in the SEC rules.

具备财务知识:公司委员会每名成员应具备财务知识,这是董事局按照上市标准规定的。无论何时,按照董事局要求,至少有一名委员会成员符合 SEC 规则中所定义审计委员会财务专家。这是 SEC 规则规定的。

Appointment.

Subject to any requirements of the listing standards, the board may appoint and remove committee members in accordance with the company's bylaws. Committee

members will serve for such terms as the board may fix, and in any case at the board's will, whether or not a specific term is fixed.

任命:在符合上市标准要求情况下,董事局可以按照公司章程任命或开除委员会成员。依照公司的规定,成员必须按董事局要求履行职责,顺从董事局的意愿。

Service on other audit committees.

If an audit committee member simultaneously serves on the audit committee of more than three public companies, then in each case, the board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the company's audit committee and disclose such determination in the company's annual proxy statement or, if the company does not file an annual proxy statement, the annual report on Form 10-K filed with the SEC.

如果,审计委员会委员同时担任其他三个以上的上市公司的审计委员会委员,董事局应当逐一认定这样同时任职的情形是否会削弱该委员有效担任本公司审计委员会委员的能力,并且,应当将董事局的认定在公司的年度表决申明或在公司没有上报年度表决申明的情况下在年度报告 10-K 表格中予以披露。

Independent auditors and their services

独立审计师和他们的服务

Overall authority.

The committee has the sole authority and direct responsibility for the appointment, compensation, retention, termination, evaluation and oversight of the work of the independent auditors engaged by the company for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the company. The independent auditors report directly to the committee. The committee's authority includes resolution of disagreements between management and the auditors regarding financial reporting and the receipt of communications from the auditors as may be required under professional standards applicable to the auditors.

权力范围:委员会拥有唯一的权力和直接的责任:可以任命、酬报、留用、终止、评估和监督公司所聘用的独立审计师,由审计师起草或提出的审计报告或相关工作,或是向公司提供其他审计、检查或是证明服务。独立审计师直接向委员会报告。根据审计师专业标准要求,委员会的权力包括:解决管理层和审计师之间因财务报告和审计师信函往来发生的争议。

Terms of audit and non-audit engagements.

The committee must pre-approve all audit, review, attest and permissible non-audit services (including any permissible internal control-related services) to be provided to the company or its subsidiaries by the independent auditors. The committee may

establish pre-approval policies and procedures in compliance with applicable SEC rules.

审计及非审计聘用的期限： 独立审计师向公司或其子公司提供的所有的审计、检查、证明及允许的非审计服务（包括允许的内部控制服务），必须提前获得委员会的批准。委员会可以遵照适用的 SEC 规则制定出提前批准政策和程序。

Annual quality control report and review.

The committee must obtain and review, at least annually, a report by the independent auditors describing.

年度质量控制报告和审查： 委员会至少获得独立审计师提交的资料，至少获得年度审查报告。

The firm's internal quality-control procedures; and any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

公司内部质量控制程序：在最近的内部质量控制检查、或是审计事务所同业审查中发现的重大问题、或是在近五年里，由政府机关或专业机构与该事务所执行一个或多次审计有关的质询或调查，以及为处理这些问题所采取的措施。

In addition, the committee's annual review of the independent auditors' qualifications must also include the review and evaluation of the lead partner of the independent auditors for the company's account, and evaluation of such other matters as the committee may consider relevant to the engagement of the auditors, including views of company management and internal finance employees, and whether the lead partner or auditing firm itself should be rotated.

此外，委员会对独立审计师资格的年度审查也必须包括：对公司帐目负责独立审计师的主要合伙人的检查和评估，以及评估与聘用此与审计师有关的其他事宜，公司管理层和内部财务人员的看法，考虑是否更换首要合伙人或是目前的审计事务所。

Policy on hiring employees of the auditors.

The committee will from time to time establish hiring policies that will govern the company's hiring of employees or former employees of the independent auditors, taking into account possible pressures on the auditors' personnel who might seek a position with the company, and report these policies to the full board.

聘用审计师公司雇员的政策：委员会可以不断修改关于公司聘用独立审计师公司的现任或前任雇员的政策，应考虑到有意在我公司求职的审计师遇到的压力，并将此政策汇报给董事局全体成员。

Annual financial reporting 年度财务报告

As often and to the extent the committee deems necessary or appropriate, but at least annually in connection with the audit of each fiscal year's financial statements, the committee will:

委员会在认为必要或是恰当时可以多次，但至少每年在审计会计年度财务报告时：

1. *Discuss financial statements and internal control reports with management.* Meet to review and discuss with appropriate members of management, the independent auditors, and, if appropriate, internal auditors:

讨论财务报告和内部管理控制报告。与相关管理成员，独立审查员，还可能包括内部审计员一起开会，审查和讨论。

the audited financial statements;

审计财务报告；

related accounting and auditing principles and practices; and

相关会计和审计原则和措施；

management's assessment of internal control over financial reporting and the related report and attestation on internal control over financial reporting to be included in the company's annual report on Form 10-K (as and when these reports are required under SEC rules).

对财务报告及相关报告涉及的内部控制管理的评估，还有财务报告涉及的内部控制的证明，应体现在公司年度报告 10-K 格式（根据 SEC 规则要求需要时体现）。

2. *Critical accounting policy report.* Timely request and receive from the independent auditors (before the filing of any audit report) the report or update required pursuant to applicable SEC rules, concerning:

关键会计政策报告。及时请求，获得并更新独立审计员的报告，（在审计报告出台前）或依照 SEC 规则提前请求。

all critical accounting policies and practices to be used;

将实施的关键会计政策和措施；

all alternative treatments within generally accepted accounting principles for policies and practices relating to material items that have been discussed with company management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors;

and

所有与重大问题的处理都遵循公认会计原则，这些都已与公司管理层讨论过。其中包括披露和处理与独立审计师提倡的处理原则的分歧，另外，

other material written communications between the independent auditors and company management, such as any management letter or schedule of unadjusted differences.

独立审计员和公司管理层之间其他的重要的书面信件，例如，管理信件中未经调整的差额列表。

3.SAS 61 review. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, including such matters as:

SAS 61 审查。按照审计标准第 61 号声明要求，应与独立审计师讨论如下问题：

the quality and acceptability of the accounting principles applied in the financial statements;

财务报告中应用的会计准则的质量和可接受程度；

new or changed accounting policies, the effect of regulatory and accounting initiatives, and significant estimates, judgments, uncertainties or unusual transactions;

新的或是变更的会计政策，规范会计动机的成效，充分的估计，判断，不确定性或异常的交易；

the selection, application and effects of critical accounting policies and estimates applied by the company;

公司应用的关键会计政策的选择，应用，效果以及评估；

issues raised by any “management” or “internal control” letter from the auditors, problems or difficulties encountered in the audit (including any restrictions on the scope of the work or on access to requested information) and management’s response to such problems or difficulties, significant disagreements with management, or other significant aspects of the audit; and

“管理”或“内部控制” 审查员的信件，审计中遇到的问题或困难（包括工作范围的限制或信息的通路），管理层对此问题和困难的答复，对管理的不同看法或其它审计因素。还有，

any off-balance sheet transactions, and relationships with any unconsolidated entities or any other persons, which may have a material current or future effect on the financial condition or results of the company and are required to be reported under SEC rules.

根据 SEC 规则要求, 不列入资产负债表的交易, 与任何未纳入合并报告的实体或个人关系, 如果对现在或未来的财务状况或成果有重大影响的均应予以报告。

4. *MD&A.* Review and discuss with appropriate members of management and the independent auditors the specific intended disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the company’s annual report on Form 10-K.

管理层的讨论与分析。根据‘管理层讨论和财务状况以及运营结果分析’, 与相关管理层成员和独立审计员检查和讨论具体纰漏都应包含在公司年度报告 10-K 格式中。

5. *ISB 1 disclosure.* Receive from the independent auditors a formal written statement of all relationships between the auditors and the company consistent with Independence Standards Board Standard No. 1.

ISB 1 披露。按照独立标准委员会 1 号标准, 从独立审计师处得到关于审计师与公司关系的正式书面声明。

6. *Auditor independence.* Actively discuss with the independent auditors any disclosed relationships or services that may impact their objectivity and independence, and take any other appropriate action to oversee their independence.

审计师的独立性。积极与独立审计师讨论任何披露的关系或服务, 因为这些事情会影响他们的客观性和独立性。委员会还会采取其他合理措施来监督独立性。

7. *Material issues.* To the extent the committee deems necessary or appropriate, discuss with the independent auditors material issues on which the company’s audit team consulted the independent auditors’ national office.

重大事项。委员会认为必要和恰当时, 与独立审计师讨论有关公司咨询审计部独立审计官情况的重大事项。

8. *Recommend filing of audited financial statements.* Recommend to the board whether the company’s annual report on Form 10-K to be filed with the SEC should include the audited financial statements.

推荐提交已审计的财务报表。按照 SEC 的要求, 应向董事局建议是否将公司年

度报告 10-K 条款存档于审计财务报表。

Quarterly financial reporting季度财务报告

The committee's quarterly review will normally include:

委员会的季度审查通常包括

1. *Quarterly review.* Meet to review and discuss the quarterly financial statements of the company and the results of the independent auditors' review of these financial statements with appropriate members of management and the independent auditors.

季度审查。与管理层相关人员和独立审计人员会见并讨论季度财务报告，独立审计师审查的财务报告的结果。

2. *Discussion of significant matters with management.* Review and discuss with company management and, if appropriate, the independent auditors, significant matters relating to:

与管理层讨论重大事情。 与公司管理层会见并讨论重大事项，如有必要，还包括独立审计员，以下为相关重大事项：

- the quality and acceptability of the accounting principles applied in the financial statements;

财务报表应用的会计原则的质量和适用性；

- new or changed accounting policies, and significant estimates, judgments, uncertainties or unusual transactions;

新颁布或变更的会计政策，对不确定性和异常交易进行充分评估和判断。

- the selection, application and effects of critical accounting policies and estimates applied by the company; and

主要会计政策的选择，应用及实施效果；

- any off-balance sheet transactions and relationships with any unconsolidated entities or any other persons that may have a material current or future effect on the financial condition or results of the company and are required to be reported under SEC rules.

根据 SEC 要求，背离资产负债表的交易和松散实体或个人等对公司财务状况或成效有重大深远影响的关系和交易应给予报告。

3. *MD&A.* Review and discuss with appropriate members of management and the independent auditors the specific intended disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the company’s quarterly report on Form 10-Q.

管理层的讨论与分析。根据‘管理层讨论和财务状况以及运营结果分析’，与相关管理层成员和独立审计员检查和讨论具体纰漏都应包含在公司年度报告 10-K 格式中。

Other functions 其它职能

Annual review of this charter. The committee will review and assess the adequacy of this charter annually and recommend any proposed changes to the full board.

每年检查此章程。委员会每年审查并评估此章程的效用并向董事局推荐新建议。

Annual review of performance. The committee will evaluate its performance as the audit committee on an annual basis.

年度表现审查。委员会评估年度表现。

Earnings releases and other financial guidance. The committee will discuss with management earnings press releases and other published financial information or guidance provided to analysts and rating agencies. This may be conducted generally as to types of information and presentations, and need not include advance review of each release, other information or guidance.

收入披露和其它财务指导。委员会将与管理层讨论分析家或代理机构提供的收入披露和其它财务信息或指导。作为信息和陈述的管理类型，不需要包括提前审查各种信息，其它信息或指导。

Compliance. The committee, to the extent it deems necessary or appropriate, will periodically review with management the company’s disclosure controls and procedures, internal control over financial reporting and systems and procedures to promote compliance with laws.

听从委员会指示。必要或合适时，定期审查公司披露控制和程序，财务报告，系统和程序以便符合内部管理。

Risk assessment. The committee will periodically:

风险评估。委员会将定期：

- discuss with management, the members of the internal audit department and the independent auditors the company’s major financial risks or exposures;

与管理层、内部审计部门成员和独立审计官讨论有关公司主要财务风险和暴露的管理；

- discuss the steps management has taken to monitor and control such exposures; and

讨论管理层是实施监督和控制此类暴露；

- discuss guidelines and policies with respect to risk assessment and risk management.

讨论有关风险评估和风险管理的指导政策。

Conduct codes:

The committee will conduct any activities relating to the company's code(s) of conduct and ethics as may be delegated from time to time to the committee by the board.

行为准则:

委员会代表公司董事局指导与行为准则和道德规范有关的活动。

Complaints and anonymous submissions. The committee will establish and maintain procedures for:

抱怨和无言的服从。委员会将建立和维护程序:

- the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls or auditing matters; and

关于会计，内部会计控制或审计事件的抱怨的接收，持续和处理；

- the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters.

公司员工对质疑的会计问题或审计事宜匿名的投诉应保密。

If the committee or the board so determines, the submission procedures may also include a method for interested parties to communicate directly with the board's presiding director or with the non-management directors as a group.

如果委员会或董事局决定，投诉程序也可采用直接与董事局董事，主持董事或非管理董事沟通的方式。

Internal audit. The committee will monitor that the company maintains an internal audit function (which may be outsourced to a firm other than the company's independent auditors). The committee will oversee the internal auditors (or other personnel responsible for the internal audit function), who will report directly to the committee.

内部审计。委员会将监控公司维持内部审计功能（与独立审计官不同，）也将直接监督内部审计员（或其它负责审计的人员）。

Related party transactions. It is the company's policy that the company will not enter into transactions required to be disclosed under item 404 of the SEC's Regulation S-K unless the committee or another independent body of the board first reviews and approves the transactions.

相关交易规则。公司要求，公司不参与交易。除非委员会或其他独立机构提前审查并批准的交易。

Internal control over financial reporting. The committee will periodically discuss and review, as appropriate, with the internal auditor, management and the independent auditors:

对财务报告的内部控制。委员会将在必要时定期与内部审计员、管理层和独立审计员讨论和审查。

- the design and effectiveness of the company's internal control over financial reporting; and

公司针对财务报告的内部控制的方案及其成效；

- any significant deficiencies or material weaknesses in that internal control, any change that has materially affected or is reasonably likely to materially affect that internal control (including special steps adopted in light of such a deficiency or weakness), and any fraud (whether or not material) that involves management or other employees who have a significant role in that internal control, that have been reported to the committee.

在内部控制中，任何严重不足或重大弱点，任何明显影响或将合理影响内部控制（包括采取的针对不足和弱点的措施），和涉及管理层或其他在内部控制担任重要位置的人员任何欺骗（是否重大）已报告给委员会。

Reports from legal counsel. The committee will review and take appropriate action with respect to any reports to the committee from legal counsel for the company concerning any material violation of securities law or breach of fiduciary duty or similar violation by the company, its subsidiaries or any person acting on their behalf. 法律顾问的报告。委员会将对法律部门提供的任何违背证券法的重大事项，或违背信托人义务的行为，或公司，下属公司及个人类似行为的报告审查并采取适当措施。

Other reviews and functions.

The committee, as it may consider appropriate, may consider and review with the full board of directors, company management, internal or outside legal counsel, the independent auditors or any other appropriate person any other topics relating to the purposes of the committee that may come to the committee's attention. The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board of directors considers appropriate.

其他审查及职能。

委员会在其认为必要时，可以同全体董事、公司管理层、内部或外部的法律顾问、独立审计师、其他相关人士，一同考虑和审查委员会在行使其职责时应注意的其

他情况。委员会可以依据本章程、公司管理文件和可适用的上市标准以及委员会或董事局认为适用的法律法规，执行其他职能。

Meetings, reports and resources 会议、报告和资金

Meetings. The committee will meet as often as it determines is necessary, but not less than quarterly. The committee may also act by unanimous written consent in lieu of a meeting. The committee will meet with the internal auditors (or other personnel responsible for the internal audit function) at least once every quarter. The committee will meet separately and periodically with management (including the chief financial officer and chief accounting officer) and independent auditors. To the extent the committee deems necessary or appropriate, it will also discuss with the company's general counsel any legal matters that may materially impact the company's financial statements, internal control over financial reporting or compliance policies. In addition, the committee may meet from time to time with any other persons, as it deems necessary or appropriate.

会议。委员会在认为必要时可召开会议，但每季度不得少于一次。委员会可以用一致的书面同意代替召开会议作出决定。委员会应当每季度至少与内部审计员或替他内部负责审计的人员开会一次。委员会可以单独定期与管理层（包括 CFO 和首席会计官）及独立审计师进行会谈。在必要或适当时，委员会也可以同公司的总法律顾问，讨论对公司财务报表、内部控制、合规性政策产生显著影响的法律问题。另外，在其认为在必要或适当时，可以不定期与其他人进行会谈。

Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the bylaws or the listing standards and SEC rules. The chairperson or a majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members constitutes a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present will be the act of the committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

程序。委员会可以制定自己的程序，包括建立及授权给附属委员会，但需要遵照本章程、细则、上市标准及 SEC 规则。委员会主席或是应委员会大多数委员的要求，可以召集委员会会议。处理委员会事务法定人数指大多数获得授权的委员会成员，在达到法定人数的会议上，多数票的表决即是委员会的决定，但不包括以下情况：本章程、公司条例、上市标准要求更多的出席人数。委员会要保留会议的书面纪要并将纪要的副本递送给公司秘书，供公司存档。

Reports. The committee will timely prepare the audit committee report required to be included in the company's annual meeting proxy statement, and report to the board on the other matters relating to the committee or its purposes, as required by the listing standards or SEC rules. The committee will also report to the board annually the overall results of its annual review of the independent auditors' qualifications,

performance and independence and the annual review by the committee of its own performance. The committee also will report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate, including review with the full board of any issues that arise from time to time with respect to the quality or integrity of the company's financial statements, the company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors or the performance of the internal audit function.

报告。委员会应及时地起草审计委员会报告，根据规定要将此报告插入到公司年度大会委托书，并依据上市标准或是 SEC 规则，委员会要向董事局报告与委员会或其职能有关的其他事项。委员会也应每年向董事局汇报其对独立审计师的资格、表现和独立性年度审查综合结果，以及对委员会自身工作表现年度检查的结果。委员会也应将每次委员会会议上讨论的主要问题，以及委员会认为合适的其他情况，包括与董事局一同检查时发现的与公司财务报表质量、完整性有关的问题，以及公司遵照法律法规的要求、独立审计师的工作表现和独立性或是内部审计职能表现等事项，向董事局作出汇报。

Committee access and investigations. The committee is at all times authorized to have direct, independent and confidential access to the independent auditors and to the company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the committee.

委员会的介入和调查。委员会获得授权，为了行使其职责，可以随时直接、独立地、秘密地接触独立审计师和其他的董事、管理层和全体职员。委员会有权进行或是批准对任何与其职责、义务有关事情进行调查。

Committee advisers and funding. As the committee deems necessary to carry out its duties, it is authorized to select, engage (including approval of the fees and terms of engagement), oversee, terminate and obtain advice and assistance from outside legal, accounting or other advisers or consultants. The company will provide for appropriate funding, as determined by the committee, for payment of:

委员会顾问和资金。委员会为了履行其职责在必要时，有权选择、聘用外部法律、会计顾问（包括批准聘用协议的期限和酬金）、监督、终止合作，以及从顾问那里获得建议和帮助，公司会根据委员会的决定，准备出相应的资金，支付如下：

- compensation to the independent auditors for their audit and audit-related, review and attest services;

因独立审计师提供审计、与审计有关的服务、检查和证明服务而向其支付报酬；独立审计师审计及相关的审查与证明服务的报酬。

- compensation to any advisers engaged by the committee; and

向委员会所聘用的顾问支付报酬；

ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

工作结束后，委员会顾问的报酬以及日常管理费用。