

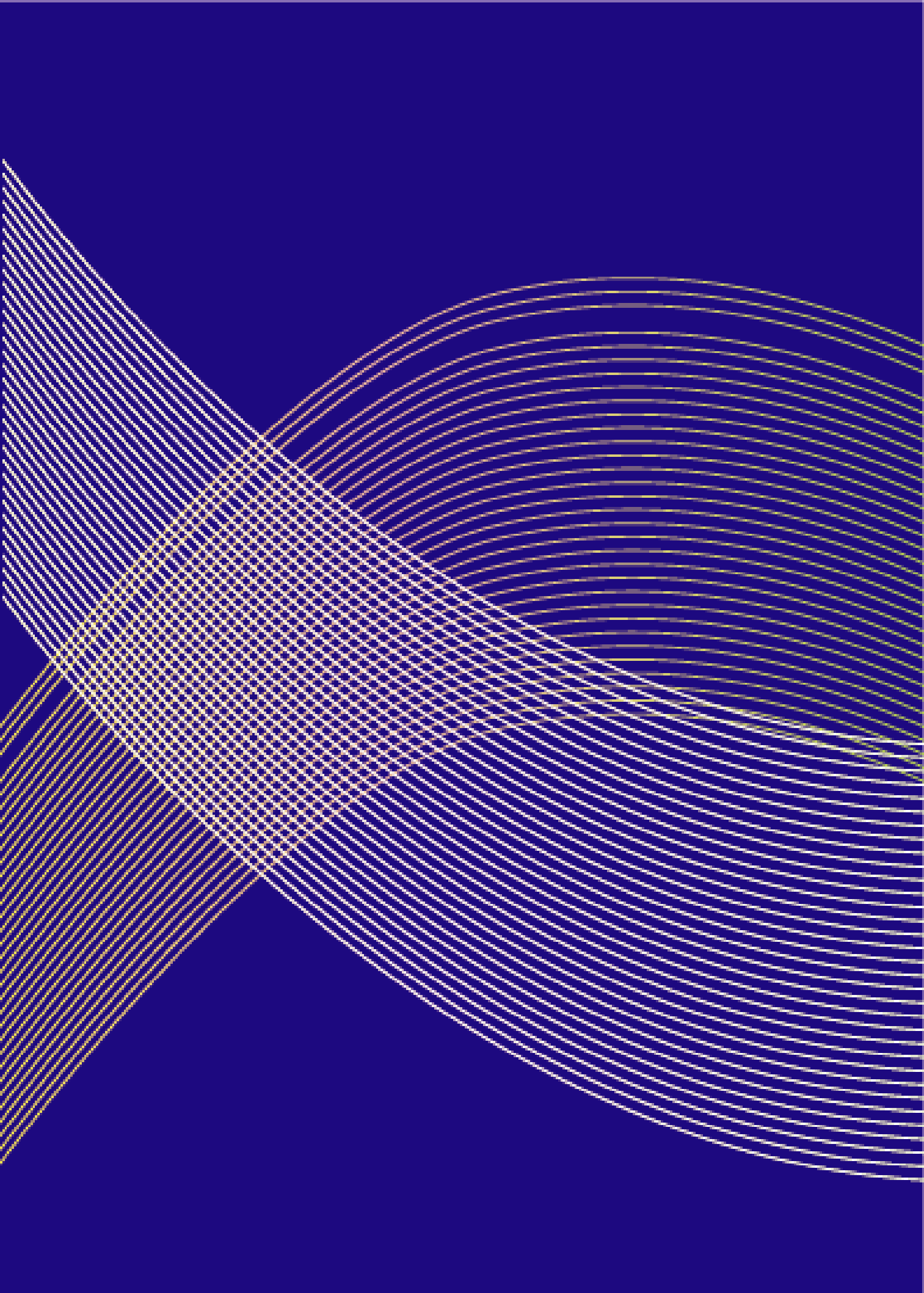


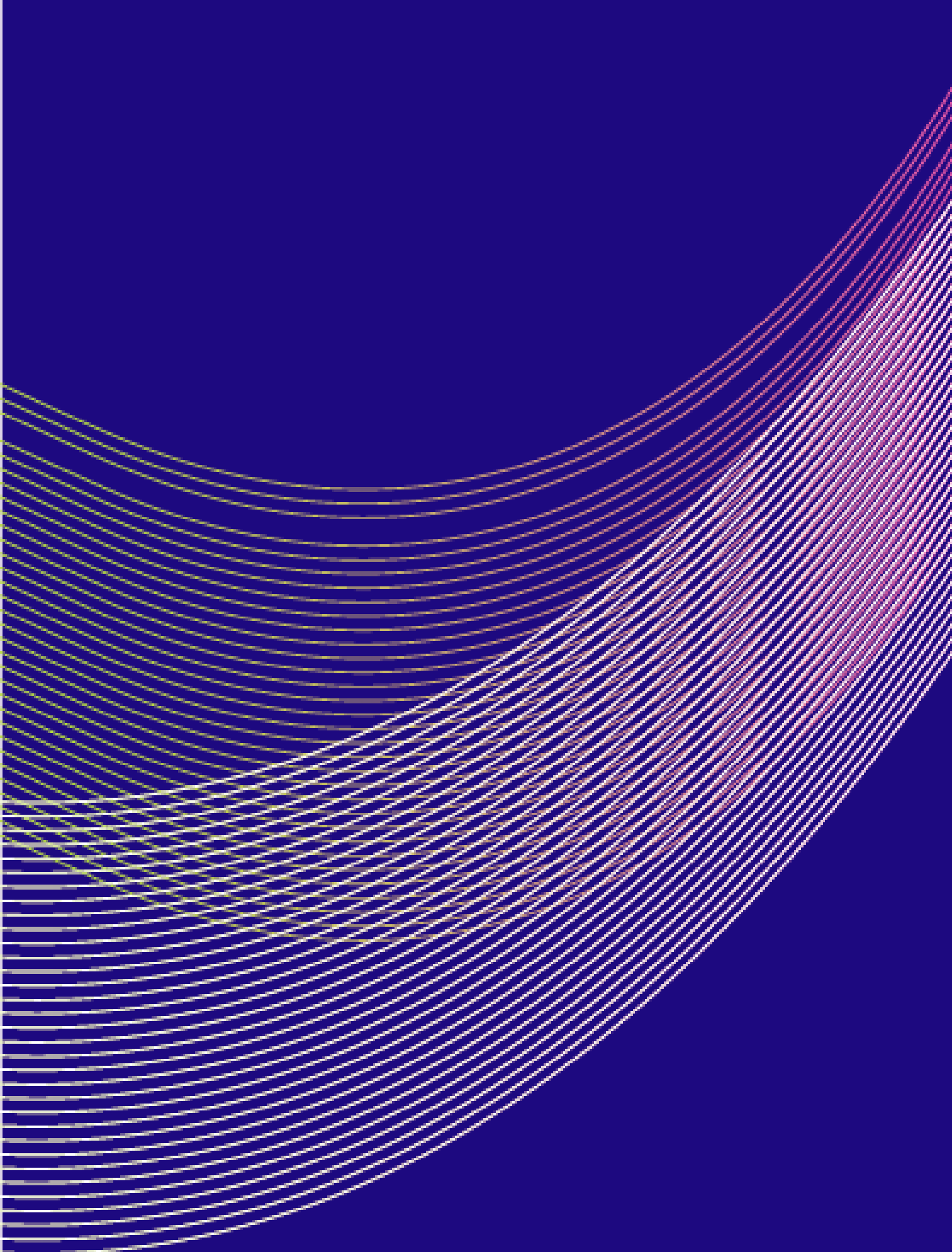
UNION
STRENGTH
友 联 时 骏

风险管理咨询

Risk Management

上海 | 北京 | 深圳
Shanghai | Beijing | Shenzhen





友联时骏风险管理咨询服务的独特之处

就国际要求与国内实践的结合而言，友联时骏是迄今为止国内屈指可数的几家能够提供跨境风险管理咨询服务的国际公司之一。

友联时骏于2004年12月由复旦大学出版社出版《风险管理—原理与方法》及《企业内部控制和风险管理—萨班斯-奥克斯利法案释义》。

作为跨越风险管理咨询、企业上市顾问与投资并购咨询多个领域的专家队伍，我们整合了财务管理、风险管理、商业模式、商业流程、信息技术、法律等各方面的资源，并在风险管理方面进行了深入细致、以实战为导向的研究工作。

更重要的是，我们深刻理解融资或上市过程中，国际投资者或交易所需要企业具备怎样的风险管理，以及何种完备的文档和工作记录才足以显示企业在实际中有效的进行着该种风险管理工作。

对于我们所侧重的服务对象，如上市公司或拟上市的公司，从最初展开与客户的合作始，我们就能够了解并帮助客户瞭望其自身风险管理及内部控制制度状况在上市过程中可能产生的各种风险，并将其纳入到服务方案中。

请详阅另行备查的友联时骏企业上市顾问业务介绍，以便更多的了解友联时骏在协助企业上市方面的丰富经验。



Risk Management Consulting

The UNIQUE features of Union Strength and its services

In China, Union Strength is one of the few international consulting firms that provides cross-border risk management consulting services, especially in the integration of international expectations and domestic practices.

Union Strength issued a special edition of Risk Management: Methodology and Approach, and a practical guide for compliance with the Sarbanes-Oxley Act through the Fu Dan University Publishing House, in December 2004.

As professionals in the provisions of risk management, IPO advisory services and corporate finance services, we integrate all the resources in financial administration, risk management, business modeling, business processing, information technology and legal aspects for our clients.

Furthermore, we have an in-depth understanding of what international investors want and also of what the stock exchange expects during the overseas funding and public offering process. We also know how a detailed risk management system needs to be designed, documented and supported, so that a company will be prepared for external verifications.

We focus on internationally listed companies or companies initiating an IPO, and we help our clients foresee the risk management and control gaps that challenge the listing process from the first day. On that basis we integrate the action plans into services for the clients.

For Union Strength's experience and credentials helping clients through the IPO process, please refer to the separate profile.



友联时骏的风险管理方法论

友联时骏的风险管理方法论具有极强的针对性，它是基于对中国国内有海外融资需求的客户群及其特定风险的认知，以及目前被国际广泛采用的COSO风险管理框架的拓展而形成的。

在长期的咨询实践中，我们认识到，企业的风险管理并非事无巨细的针对所有风险，而是细分其类型，分别提出应对策略。相应的，友联时骏的服务对策，亦针对国际投资者的期望及上市地法律监管要求而展开。

| 主要针对的风险类别 | 上市地法律对企业的监管要求 | 国际投资者对企业的期望 | 友联时骏的服务对策 |
|--|---|--|---|
| 环境风险： 如对应于政策、法规、法律、操作惯例、披露细则等要求的合规性风险 | 企业应遵从国家法律、产业规章、社会责任及其他要求，并完整真实的披露其合规性；应建立一整套完整可靠、有据可查的内部控制；应监控信息在业务运行和财务报告中的流转，确保其完整、准确、有效、访问受监控。 | 于国际资本市场募集资金的上市公司或拟上市公司，资源和市场方面的优势是其上市可行性的基础，而内部控制的有效设计、可靠执行则是让国际投资者得以信服，顺利推进投资方案的保证。 | 所有对于内部控制的可靠性寄以较高期望的公司，包括于国际和国内证券市场上市的公司，可以从友联时骏得到如下支持： - 针对某一特定资本市场的上市合规性咨询及整体上市项目实施 - 以风险与控制管理为核心的内部审计实施、商业风险管理、信息技术风险管理 |
| 运营风险： 如与经营管理相关的风险，包括获利和损失两个方面； | | | |
| 信息风险： 如与信息完整性、准确性、有效性、访问限制及授权相关的风险 | | | |



Methodologies for Union Strength Risk Management Consulting

Union Strength distinguishes itself by making its risk management consulting methodologies pertinent to Chinese companies with overseas funding needs. The two primary principals of this methodology are the knowledge of domestic control gaps and the knowledge of internationally accepted COSO risk and control framework.

We understand that a company need not cope with all risks, but to tackle them with prior classifications, and resolve them tactically. Hence, Union Strength sets forth its client services according to the expectation and requirements from international investors and relevant stock exchanges.



| Risk types | Common requirements of listing rules | Expectation of international investors | Pertinent services of Union Strength |
|--|---|---|--|
| Environment Risks : Risks from changing government policies, laws or political crisis | A listing company must comply with laws, industry regulations, social and other requirements, and disclose its compliance with these rules and regulations completely. The company should create and document a set of complete, reliable and traceable internal controls. The management should monitor the information flows through the operational and financial system to ensure its completeness, accuracy, validity and limited accessibility. | For companies willing to raise funds from overseas capital markets or issue an IPO, their advantages in resources and market share make the funding feasible, while the effectively designed and operated internal controls can convince the investors and ensure the smooth progress of funding plans. | All parties, including listing companies in local or overseas markets, who have strong faith in the integrity of internal controls, can rely on Union Strength in the following areas: -Integration of IPO -advisory services and compliance consulting regarding listing rules and procedures for specific - listings in certain capital markets, both local and overseas Risk and control based internal audit, business risk management and information technology risk management. |
| Operational Risks : Risks in connection with operation and management, including ways to earn profits or sustain losses | | | |
| Information Risks : Risks relating to the timing and accuracy of information | | | |



●国内行业现状

基于国内的行业现状，友联时骏深刻认识到众多企业虽已建立起了风险管理的政策和程序，但仍存在着如下重大局限：

当前国内众多企业风险管理局限因素

判断失误：风险管理的效力受经营决策中人为判断所导致过失的限制。

管理层凌驾：主要是指为达到违法目的而支配或不执行已制定的政策或程序。管理层“凌驾”不应与管理层“干涉”相混淆。管理层“干涉”对于处理不合规定的交易极为必要，且干涉行为会对外进行披露，并有文件记录；而凌驾行为的行为人则有意隐藏其活动。

共谋：两个或两个以上员工的共谋活动会导致风险管理的失败。共谋犯罪或隐瞒活动有可能以风险管理程序不可辨别的方式更改财务数据或其他管理信息。

成本收益分析的主观化：资源是稀缺的，所以在决策时必须考虑相关的成本和收益。从成本分析来看，存在难以量化与特定的内部环境因素相关的成本或某一外部信息成本的问题。从收益分析来看，可能存在主观评价，如难以量化对某些风险采取措施后所带来的收益。

分类过细：设计良好的风险管理可以被细分。但是员工可能会误解过于细分的指示，做出错误的判断或由于疏忽而导致错误。

风险未得到控制，或无法有效控制



General Control Gaps

Union Strength understands there are many limitations in local risk management practices, even though many Chinese companies have set up risk management policies and procedures.

Judgment: The effectiveness of enterprise risk management is limited by the realities of human weakness in making business decisions.

Management Override: It refers to overruling prescribed policies or procedures for illegitimate purposes. Management override should not be confused with management intervention, which represents management's actions to depart from prescribed policies or procedures for legitimate purposes. Management's actions to intervene are generally overt and commonly documented or otherwise disclosed to appropriate personnel. Actions to override usually are not documented or disclosed, using deliberate intent to cover up the actions.

Collusion: The collusive activities of two or more individuals can result in enterprise risk management failures. Individuals acting collectively to perpetrate and conceal an action from detection often can alter financial data or other management information in a manner that cannot be identified by enterprise risk management processes.

Bias on Cost Benefit Analysis: There are always resource constraints, and entities must consider the relative costs and benefits of decisions, including those related to risk response and control activities. When considering the costs of a project, it is always difficult to quantify the costs of the time and effort related to certain internal environmental factors or certain external information. Moreover, the benefits of a project may require even more subjective valuation, such as quantifying the benefits from executing specific controls for certain risks.

Breakdowns: Well-designed enterprise risk management can break down. Personnel may misunderstand instructions. They may make mistakes in judgment. They may also commit errors due to carelessness, distraction or fatigue.

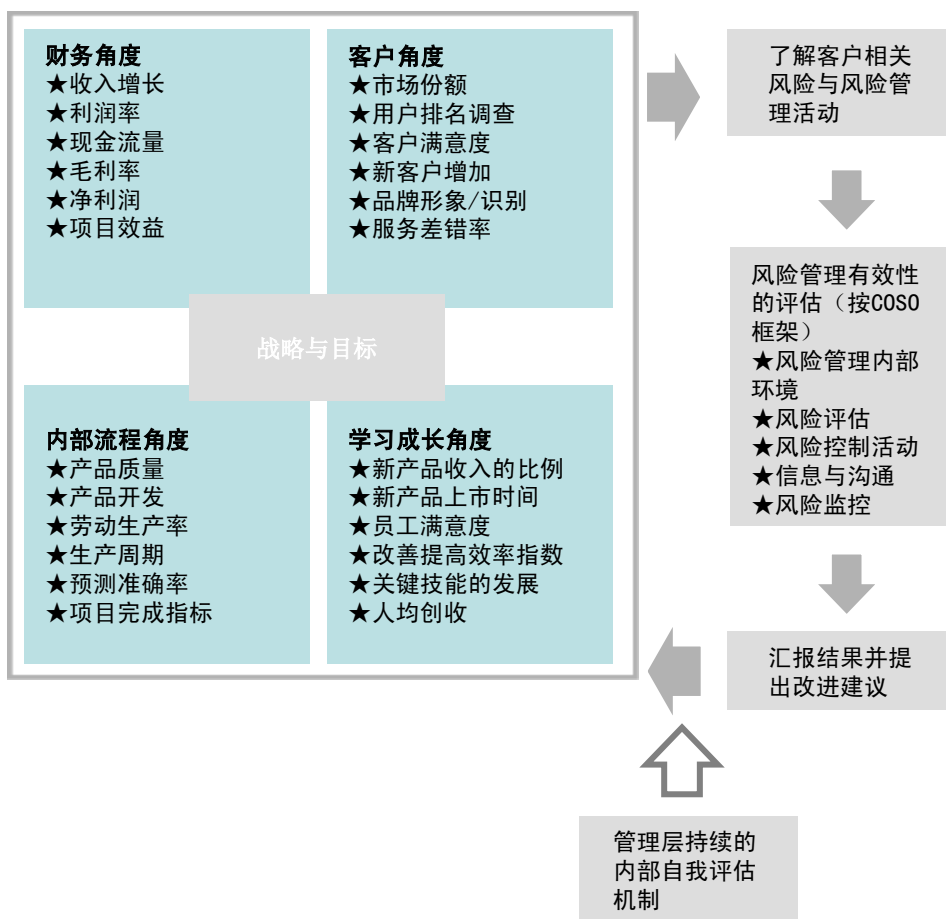
Risk management limitation in many Chinese companies

Risks are not managed, or not controlled effectively



● 风险管理方法

在先前的成功案例和实践经验基础上，友联时骏逐步形成了一套成熟且完整的风险管理工作方法。这些工作方法在实践过程中被证明是有效的，并且得到了客户们广泛的认可。





Risk Management Approach

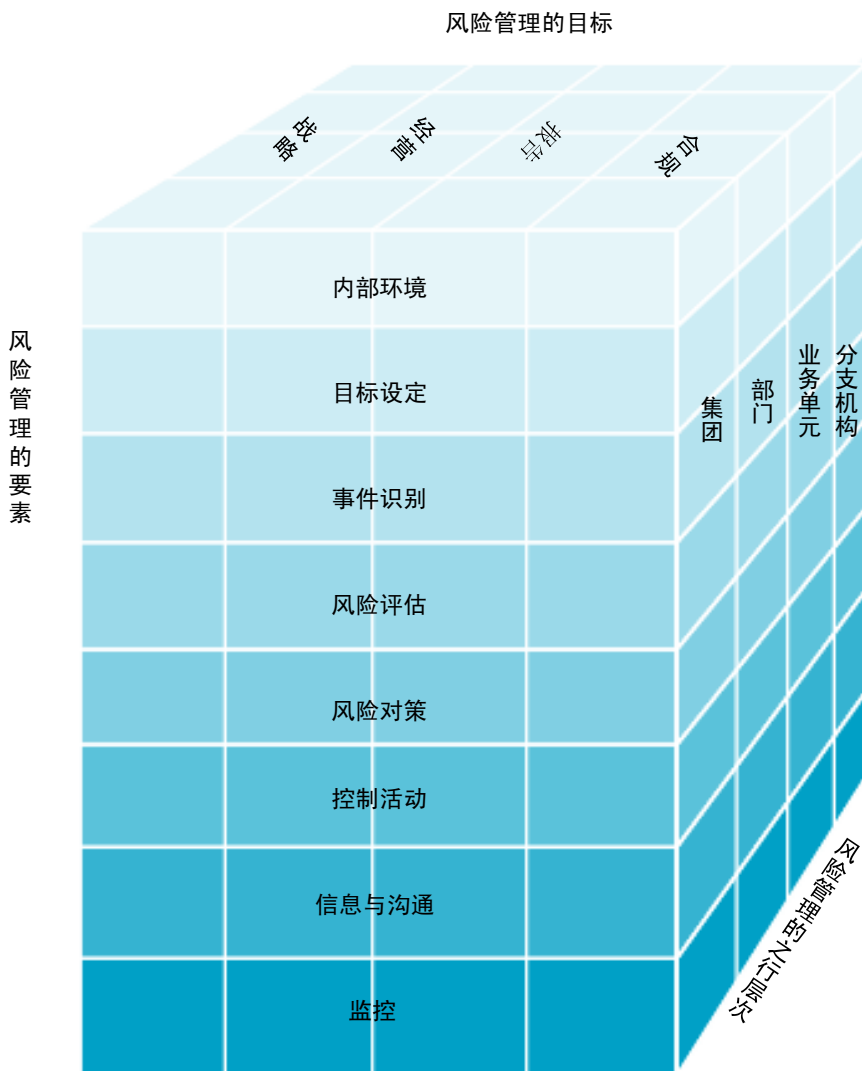
- Founded upon successful cases and practical experience, Union Strength has formed a set of reliable and complete risk management methodologies. These methodologies have proved to be effective and well accepted by our clients.



0 风险管理框架

风险管理是一个过程。这个过程受董事会、管理层和其他人员的影响。这个过程从企业战略制定一直贯穿到企业的各项活动中，用于识别那些可能影响企业的潜在事件并进行风险管理，使之在企业的风险偏好之内，从而合理确保企业取得既定的目标。

在实践中，友联时骏围绕客户的战略与目标，参考和运用COSO风险管理框架，分析并评价客户相关风险管理的有效性，同时协助客户建立持续的内部控制及自我评估机制来对风险进行控制管理。

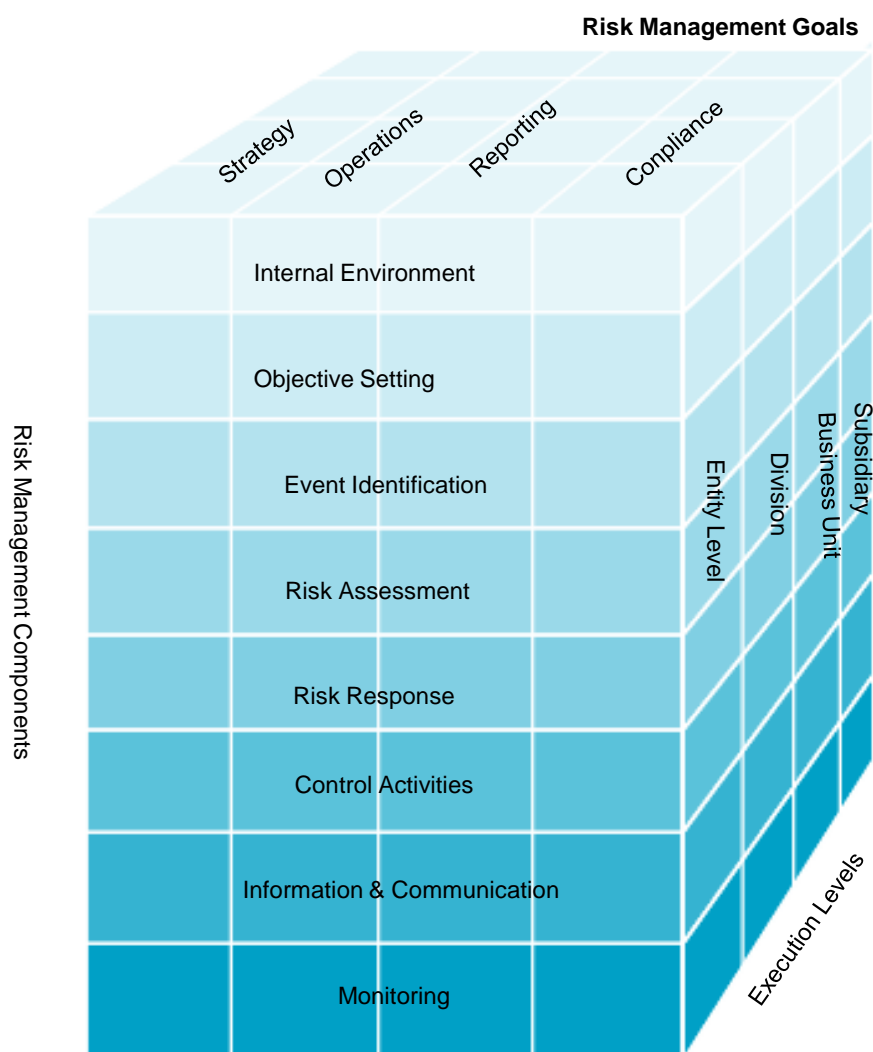




O Risk Management Framework

Theoretically, enterprise risk management is a process developed by an entity's board of directors, management and other personnel and applied in strategies that affect the entire enterprise. This process is designed to identify potential events that may affect the entity, manage risks to be within its risk appetite and to provide reasonable assurance regarding the achievement of entity objectives.

In practice, Union Strength adopts the COSO internal control framework to assess clients' risk management effectiveness aiming to realize strategies and goals, and helping clients build up a continuous internal control and self-assessment system to effectively manage risks.





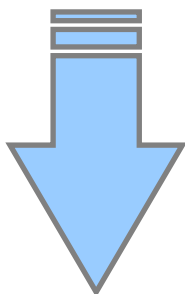
风险管理的目标包括以下几个方面：

| 信息 | 与策略结合的综合系统 |
|----|--|
| 战略 | 与公司发展目标相结合的较高层次的战略目标，例如购并其他公司增加市场份额；降低成本提高毛利率等。战略目标的实现可以通过风险管理的风险分析、风险控制的途径实现。 |
| 经营 | 经济有效地使用公司资源。 |
| 报告 | 公司报告包括财务报告的可靠性。 |
| 合规 | 相关法律法规的遵循性。 |

风险管理的目标和要素的关系如下：

- 风险管理目标是企业努力实现的目标。风险管理要素是企业为实现目标所需进行的步骤。
- 每一个要素贯穿风险管理的四个目标。例如：公司内部的财务和非财务数据是“信息和交流”这一风险管理要素的一部分，这些数据将被用于战略的制定、有效地经营运作、报告的有效性和符合有关法律法规等。
- 同样的，每一个目标也是由八个要素贯穿实现的。例如：为实现经营的有效性这一目标，八个要素的每一要素都是实现这个目标的重要步骤。

风险管理要素



风险管理的执行单位：

- 公司
- 部门
- 单位
- 子公司

风险管理目标



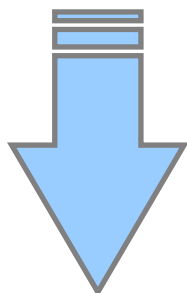
Risk management goals include the following 4 areas:

| Areas | Objectives |
|------------|---|
| Strategic | Refers to high level objectives in line with the direction of company development ,which might include enlarging market shares through acquisition, lowering costs and increasing gross profit ratios. Strategic objectives can be achieved through analysis of risks and controls. |
| Operations | To use the company's resources economically. |
| Reporting | To ensure the integrity and reliability of all corporate reports, including financial reports. |
| Compliance | To ensure compliance with relevant laws and regulations. |

The relationship between risk management components and goals is as follows:

- Each risk management goal is a target that a company is striving for, while the components represent all steps the company must pass through to reach the goal;
- Each component will be carried out in the four areas of the risk management goal. For example, financial and non-financial information are part of the "Information & Communication" component, and all those pieces of information would be used in deciding the goals for strategic, operations, reporting and compliance; and
- Each goal is realized based on the steps listed in the 8 components. In order to achieve operational effectiveness, every component is a part of the critical path that leads to realization of this goal.

Risk management components



Levels to executive risk management:

- company
- department
- business unit
- subsidiary

Risk management goal



通过实践中的了解以及不断地更新，友联时骏将风险管理的8个要素细分如下：

内部环境

风险管理哲学—风险文化—董事会操守和价值观—能力—管理哲学和经营风格—
风险偏好—组织结构—授权和责任—人力资源政策



目标设定

战略目标—相关目标—被选择的目标—风险偏好—风险可容忍度



事件识别

事件—影响战略和目标的因素—方法和技术—事件的相互依赖—事件分类—风险和机会



风险评估

固有和剩余风险—可能性和影响—方法和技术—相关性



风险对策

识别风险对策—评估可能的风险对策—选择对策—风险对策的组合管理



控制活动

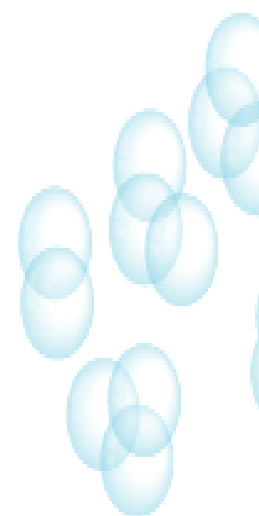
与风险对策相一致—控制活动的类别—一般控制—应用控制—公司具体控制

信息和沟通

信息—统一的系统—沟通

监控

独立的监控—持续的监控



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According to COSO internal control framework, the 8 risk management components are detailed as follows:

Internal Environment

Risk Management Philosophy - Risk Culture - Board of Directors – Integrity and Ethical Value - Commitment of Competence – Management’s Philosophy and Operating Style - Risk Appetite – Organizational Structure – Assignment of Authority and Responsibility – Human Resource Policies and Procedures



Objective setting

Strategic Objectives - Related Objectives – Selected Objectives – Risk Appetite – Risk Tolerance



Event Identification

Event – Factors Influencing Strategy and Objectives – Methodologies and Technologies – Event Interdependencies – Event Categories – Risks and Opportunities



Risk Assessment

Inherent and Residual Risk – Likelihood and Impact – Methodologies and Techniques – Correlation



Risk Response

Identify Risk Responses – Evaluate Possible Risk Responses – Select Responses – Portfolio View



Control Activities

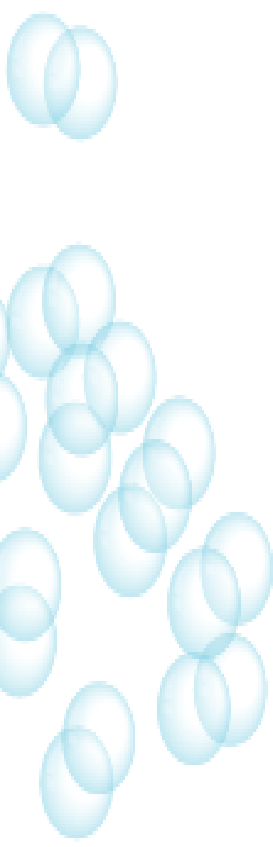
Integration with Risk Response – Types of Control Activities – General Controls – Application Controls – Entity Specific

Information and Communication

Information – Strategic and Integrated Systems - Communication

Monitoring

Separate Evaluations – Ongoing Evaluations



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○具体工作方法

友联时骏依据前述的风险管理方法论，提出如下的具体工作方法，包括培训、讨论、问卷调查、实地测试、寻求补救方法及监控新的管理模式的运行等内容。

培训：用简明、易懂和生动的方式向客户讲解风险管理和内部控制的概念、目标、方法和实例。

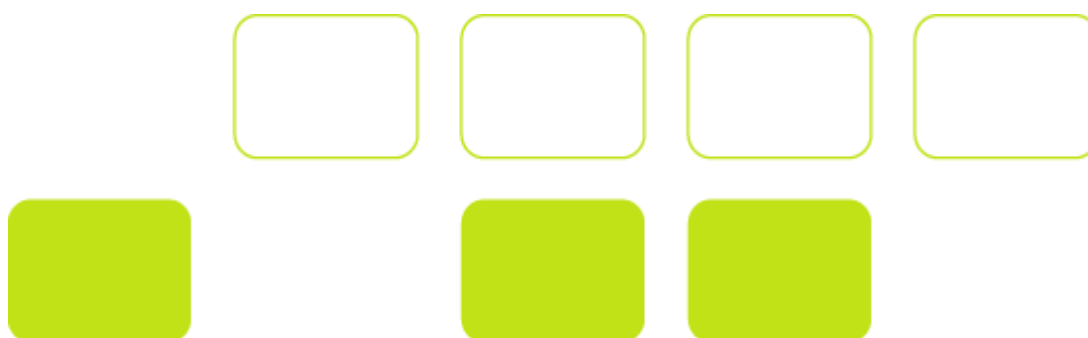
讨论：与客户讨论，了解客户的经营管理活动中所面临的风险以及客户现有的内部控制措施。

问卷调查：问卷调查能够以COSO风险管理框架的各要素为衡量标准来检查客户风险管理体系的有效性。

实地测试：通过实地测试来验证问卷调查过程中得到的记录以及发现各种控制设计和执行方面的缺陷。

寻求补救方法：评价上述已发现的缺陷是否重大，进而有所侧重的提出补救方法。

监控新的管理模式的运行：针对改进后的管理模式，监控其运行，以评价补救方法是否有效。





Approach In Detail

Following the aforementioned risk management methodologies, Union Strength outlines its detailed approach commonly used as follows:

Training: A training is to be presented to our clients on the risk management concepts, objectives, approaches and practices, in a concise and clear manner;

Discussion: To understand risks at hand and controls in place which exist in the daily operations through discussion with clients;

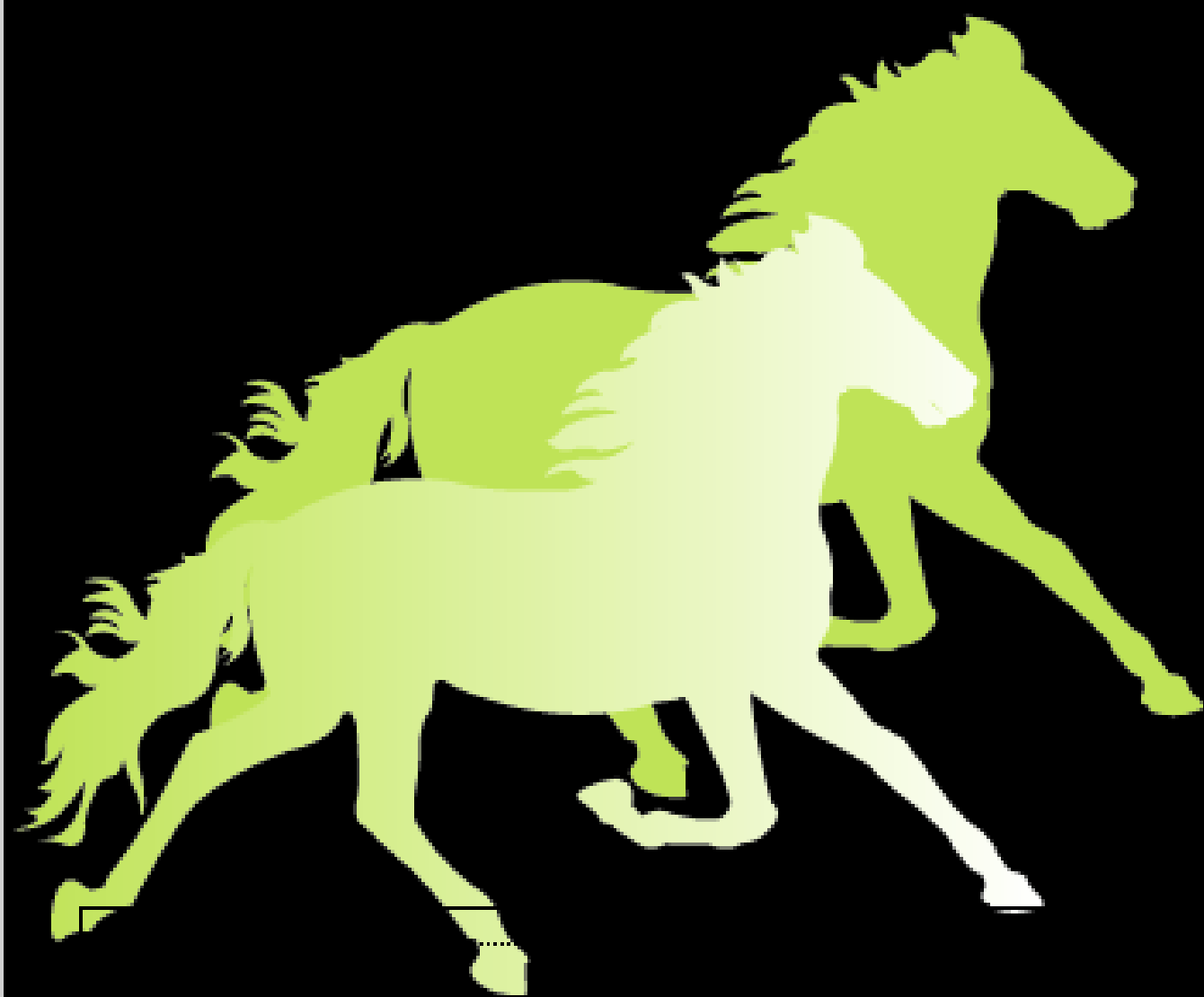
Questionnaire: A questionnaire derived from the COSO internal control framework will be used to measure the operating effectiveness of clients' risk management systems;

Testing: To verify the answers and records obtained through previous questionnaires in order to identify the gaps in control design and operations;

Remediation: Remediation steps will be raised in light of the significance of control gaps identified; and

Monitoring: To monitor the improved management controls, oversee the execution of the new controls and assess their effectiveness.

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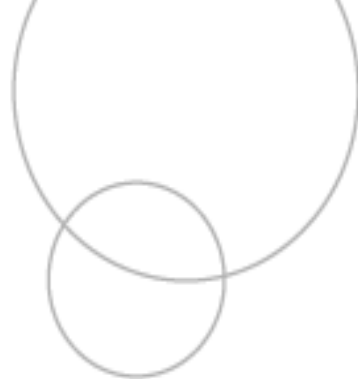


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上市公司合规性咨询

Compliance consulting for public companies



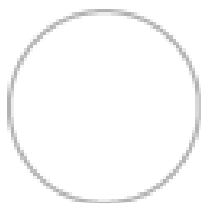
上市公司合规性咨询

友联时骏深刻认识到企业上市是一个细致有序的过程，为协调应对来自于企业的注册地政府部门、监管机构，上市地监管机构，保荐人以及外部审计师等多方面的合规性质询，企业必须透彻理解各个外部机构质询的内容和其具体期望。

我们理解到，各主要上市地监管机构对于合规性的质询，首先将审阅外部审计师或保荐人关于合规性的报告或声明中所给出的意见，因而企业必须首先了解外部审计师和保荐人的侧重点。

| 上市地 | 相关法案或上市/披露准则 | 合规工作的侧重点 | 出具的合规报告/声明 | 适用的企业 | 时限 |
|-----------------------------------|-----------------------------------|---------------------------|----------------------------------|---------------------------------|--------------------------------------|
| 美国资本市场 (NASDAQ, NYSE, AMEX) | 《萨班斯-奥克斯利法案, 2002》 | 与财务报告相关的内部控制 | 公司管理层声明 (CEO, CFO) 独立审计师报告 | 在U. S. SEC备案的已上市企业 (不适用于首次申请上市) | 美国公司自2004年11月15日始, 非美国公司自2006年7月15日始 |
| 香港联交所 | 联交所上市规则_保荐人及合规顾问_3A. 15 | 与信息披露、年报及季报及重大事项公布相关的内部控制 | 公司保荐人声明 (首次上市) 管理层的公司治理报告 (已上市) | 香港联交所上市企业 | 2005年1月1日起生效 |
| 新加坡交易所 | 新交所上市规则_股权融资_246 (9)或债券融资_314 (3) | 内部控制与会计系统 | 独立审计师报告 | 新加坡交易所的首次申请上市企业 | 已生效 |
| 中国国内上市 | 暂无明确规定 | 暂无明确规定 | 暂无明确规定 | 暂无明确规定 | 暂无明确规定 |

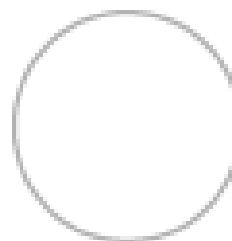
●请细阅下文分别按照上市地展开的友联时骏服务介绍。





Compliance consulting for public companies

Union Strength understands that the IPO process is very comprehensive and precise. In order to fulfill all the requirements raised by the authorities governing the Company's registration, the stock exchange, the sponsor and the external auditor, the company must understand completely what the investigators will focus their attention on in the examination of the company.



We also understand that the stock exchange will refer to the opinion expressed in the auditor's report or the sponsor's declaration, when they investigate the compliance for a listing on the exchange. Therefore, the Company must concentrate their efforts on what the auditor or the sponsor might focus:

| Listing area | Related Acts or rules governing the disclosure | Compliance focus | Reports or declaration | Companies applied | Timeline |
|--|--|---|---|---|---|
| U.S. Capital Markets (NASDAQ,NY-SE,AMEX) | Sarbanes Oxley Act,2002 | Internal control over financial reporting | Management certification (CEO,CFO) Auditor's report | Companies filed with U.S. SEC (N/A for IPO applicant) | For U.S. companies, effective 15 Nov, 2005; for foreign private issuers, effective 1 Jan, 2007. |
| HKEx | HKEx listing rule_Sponsor and Compliance Advisers_3A.15 | Internal control over information disclosure, announcement on significant matters in quarterly and annual reports | Sponsor's declaration (IPO) Corporate governance report (listed) | Listing/listed companies in HKEx | Effective 1 Jan, 2005 |
| SGX | SGX listing rule_Equity Securities_246 (9) or Debts Securities_314 (3) | Internal control and accounting systems | Auditor's report | IPO applicant in SGX | In effect |
| PRC locally listing | N/A | N/A | N/A | N/A | N/A |

● Please refer to the following pages which specify the details by listing area



●美国资本市场

萨班斯(SOA)法案简介

在美国资本市场 (NASDAQ, NYSE, AMEX) 上市, 需要完成针对《萨班斯-奥克斯利法案》(Sarbanes-Oxley Act (简称 “SOA”)) 的合规性工作。

自2003年10月份起, 美国证券交易委员会 (the U.S. Security Exchange Commission, “SEC”) 要求实施的 SOA法案在各类企业的风险管理领域均开始占据首要地位。公开上市的公司或拟上市公司, 都在重新审视其公司治理结构、报告和披露过程及内部控制流程。SOA的核心条款302款及404款的主要内容如下:

| SOA 302款及SEC的释义 | SOA 404 款 |
|---|----------------------------------|
| 要求公司的首席执行官和财务总监须对季度或年度的内部控制包括财务报告控制等方面程序的有效性作出声明; (对首次申请上市的无此要求) | 建立健全财务报告方面的内部控制和程序将是公司管理层的责任 |
| 自2004年11月15日起, 在美国国内注册的上市公司 (指公司注册地在美国, 在NASDAQ或NYSE或AMEX上市并向美国证监会备案), 管理层必须在每年年底报告该年内内部控制运行的是否有效。 | 管理层必须在每年年底报告该年内内部控制运行的是否有效 |
| 自2006年7月15日起, 在美国国外注册的上市公司 (指公司注册地不在美国, 但在NASDAQ或NYSE或AMEX上市并向美国证监会备案), 管理层同样必须在每年年底报告该年内内部控制运行的是否有效 (含2006年的年度报告)。 | 公司的外部审计师必需审核并报告公司管理层关于内部控制的评估状况 |
| | 要求各公司要对财务报告方面的内部控制进行备案和对其有效性进行评价 |
| | 要求外部审计师对管理层在年报中的自我评价进行验证 |

●注: 新上市的公司, 在上市时的审计报告中, 审计师无需出具关于内部控制的审计意见。在公司上市后向美国证券交易委员会(SEC)连续申报12个月之后的第一个会计年度的审计报告中, 审计师则应出具该意见。



U.S. Capital Markets

Introduction of the Sarbanes Oxley Act (SOA)

To be listed in U.S. capital markets (NASDAQ, NYSE or AMEX), a company must comply with the requirements of the Sarbanes-Oxley Act ("SOA").

Since October 2003, the SOA enforced by the U.S. Securities and Exchange Commission ("SEC") has commanded headlines for all kinds of companies in the risk management areas. Listed or pre-IPO companies, are all reviewing their corporate governance structure, reporting and disclosure processes, and internal controls, taking into account the impact of SOA.. The major contents of SOA chapter 302 and 404 cover the following:

| SOA 302 and SEC's interpretation | SOA 404 |
|---|--|
| The CEO and CFO must sign off on a certification regarding the effectiveness of internal controls over financial reporting, and include them in the quarterly or annual reports. (not applicable for an IPO) | Management is held responsible for establishing sound internal controls over financial reporting and disclosure. |
| For companies incorporated in the U.S., the rules went into effect 15 November 2004. From then on, management must file its certification regarding the effectiveness of internal controls over financial reporting in the annual reports. | Management must report the operational effectiveness of internal controls over financial reporting annually. |
| For companies incorporated outside the U.S., the rules will become effective 15 July 2006. From then on, management must file the certification regarding the effectiveness of internal controls over financial reporting in the annual reports (2006 inclusive). | The company's external auditor must review how management perform its assessment on internal controls. |
| | Companies must document and test the operational effectiveness regarding internal controls over financial reporting. |
| | The external auditor must verify management's attestation on the operational effectiveness regarding internal controls over financial reporting. |

- Note: It is not required by the U.S. SEC for a brand new listing company to file an audit report with opinion on the Internal Control over Financial Reporting, at the time of the company's Initial Public Offering. However, it is required to file such report upon the company's first fiscal year end after 12 months consecutive filing with the SEC.



SEC推荐的用于评价内部控制的标准

目前，SEC推荐的并为大多数上市公司所采用的内部控制评价标准是COSO内部控制框架。该框架的功能包括：

- 建立了一套适用于各类型组织有关于内部控制的广泛定义；
- 被用来作为评价内部控制的指引性文件，但对于SOA 404所涉及的内部控制审而言，并非一个具体可操作的工作计划，需要公司自身有针对性地加以实施。

根据COSO (The Committee of Sponsoring Organizations of the Treadway Commission) 及美国审计准则第319条，内部控制是由公司董事会、管理层和其他有关人员实施，为实现以下目标提供合理保证而设计的程序，其目标包括业务运营的有效性和高效率、财务报告的可靠性及遵守相关的法律及法规。



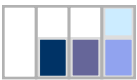
Criteria recommended by the SEC for assessing internal controls

The SEC acknowledged that the COSO Internal Control – Integrated Framework satisfies its requirement for management’s self assessment on the compliance with SOA. In addition, COSO internal control framework has emerged as the leading criteria for the implementation of SOA compliance. The framework has the following characteristics:

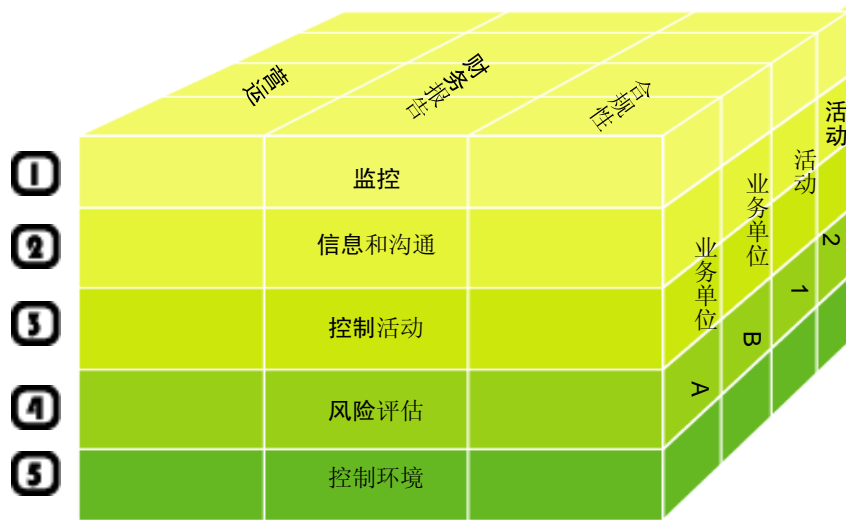
- establishing a broad set of internal control definitions applied to all kinds of organizations;
- being used as a guide for internal control assessment, however, is not a practical plan for the compliance with SOA section 404. Companies need to adopt it case by case.

According to COSO (The Committee of Sponsoring Organizations of the Treadway Commission) and AICPA SAS No.319, Internal control is a process, effected by the entity’s board of directors, management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories: effectiveness and efficiencies of operations, reliability of financial reporting and compliance with applicable laws and regulations.





COSO框架



①

监督

评估内部控制系统性能；
 整合实时独立的评估；
 管理层和监督机构的工作；
 内部审计工作。

②

信息和沟通

定期获取，确定并交流相关的信息；
 评价内部和外部获取的信息
 确认从职责方面的指导到管理层
 对管理活动发现而形成的总结等
 各类内部控制成功的措施，而形成
 的信息流。

③

控制活动

确保管理层可行的政策/流程付诸实施。
 措施包括审批，授权，确认，
 建议，业绩考核，资产安全和
 权限分离

④

风险评估

风险评估是为了达到企业
 目标而确认和分析相关的
 风险，这些风险都是基于
 一些决定性的内部控制活
 动。

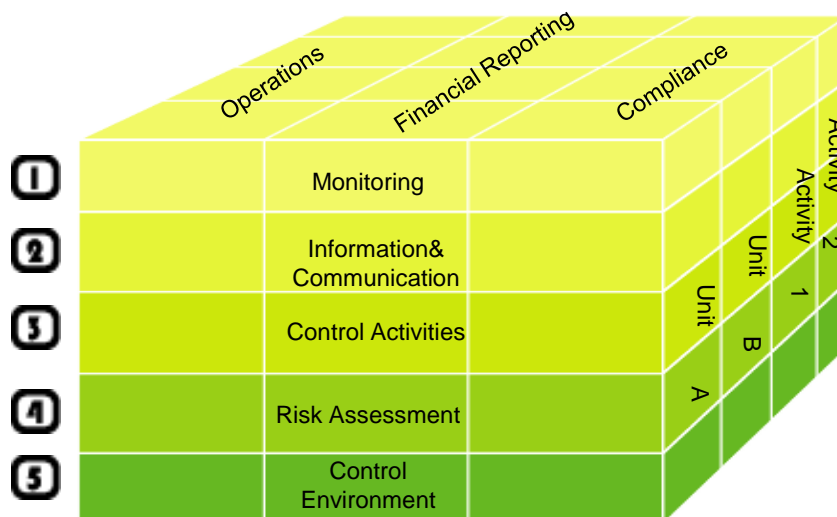
⑤

控制环境

制造单位气氛—让公司员工建
 立内部控制；
 因素包括正直，道德价值，能力，
 权威和责任；
 是其他内部控制组成部分的基
 础。



COSO framework



- 1** **Monitoring**

Assessment of a control system's performance over time.
Combination of ongoing and separate evaluations.
Management and supervisory activities.
Internal audit activities.
- 2** **Information and communication**

Pertinent information identified, captured and communicated in a timely manner.
Access to internal and externally generated information.
Flow of information that allows for successful control actions from instructions on responsibilities to summary of findings for management action.
- 3** **Control activities**

Policies/procedures that ensure management directives are carried out.
Range of activities including approvals, authorizations, verifications, recommendations, performance reviews, asset security and segregation of duties.
- 4** **Risk assessment**

Risk assessment is the identification and analysis of relevant risks to achieving the entity's objectives-forming the basis for determining control activities.
- 5** **Control environment**

Sets tone of organization-influencing control consciousness of its people.
Factors include integrity, ethical values, competence, authority, responsibility.
Foundation for all other components of control.



友联时骏的工作方法

针对SOA要求企业进行的备案和测试工作，经过数宗成功案例的检验，友联时骏开发出了如下的方法，用于在工作中理解、记录和测试重要的流程、风险和内部控制：





Union Strength's approach

Pertinent to the documentation and testing work required by SOA, Union Strength has developed the following approach after the implementation in several successful cases. We help our clients adopt the following to understand, document and test critical processes, risks and controls.





●香港联交所上市

友联时骏对香港联交所上市公司的合规性工作的理解

保荐人对上市公司的要求：

- 对于在香港联交所主板首次申请上市的公司，依据香港联交所修订后并于2005年1月1日生效的上市规则3A.15款的规定，“……上市申请人的保荐人必须对该申请人进行尽职调查，以了解上市申请人是否确立“程序、制度及监控措施（包括会计及管理制度）”，以及上市申请人及其董事是否遵循了上市规则及其他相关规定（特别是第13.09、13.10、14.46、14.48及14.49条，第14及14A章，以及附录16）的责任”。

- 对于在香港联交所创业板首次申请上市的公司，依据香港联交所创业板上市规则6A.15_(5)款的规定，“……在作出合理尽职审查的查询后，每名保荐人必须确认“新申请人已确立程序、制度及监控措施（包括会计及管理制度），以及上市申请人及其董事是否遵守《创业板上市规则》及其他有关法例及监管规定（特别是《创业板上市规则》第17.10、17.11、18.03、18.49条及18.53至18.64条，以及第19及20章）的责任”。

香港联交所对上市公司的要求：

对于已上市公司，按照上市规则附录十四《企业管治常规守则》_C2:内部监控_C2.1，联交所要求其董事会：“董事应最少每年检讨一次发行人及其附属公司的内部监控系统是否有效，并在《企业管治报告》中向股东汇报已经完成有关检讨。有关检讨应涵盖所有重要的监控方面，包括财务监控、运作监控及合规监控以及风险管理功能。”同时，按照该守则C3.3的要求，审核委员会的职责包括：“(f) 检讨发行人的财务监控、内部监控及风险管理制度；(g) 与管理层讨论内部监控系统，确保管理层已履行职责建立有效的内部监控系统”。

相应的，作为董事会和审核委员会按照联交所的要求、在《企业管治报告》中作出上述检讨（审阅及陈述）的前提，已上市公司的管理层必须开展如下工作，使董事会和审核委员会的检讨建立在有效的基础上。

参照上市规则附录二十三《企业管治报告》3(d)的内容，至少要在财务监控、运作监控及合规监控以及风险管理方面准备以下内容：

- a. 建立和厘定内部监控系统；
- b. 设立处理及发布股价敏感资料的程序和内部监控措施；
- c. 设立内部核数功能；或当没有内部核数的功能时，评估是否需要设立这功能及其结果；
- d. 设定内部监控评估的频率；
- e. 以适当的准则来评估内部监控系统的效用；

上述工作构成董事会和审核委员会进行检讨的必要前提，只有管理层先行准备上述内容，董事会和审核委员会才可以对其进行审阅和陈述。



HKEX Listing

Understanding the compliance with listing rules of the HKEx

Sponsor's requirements

Applicable to new applicants, the HKEx Main Board listing rules 3A.15, effective 1 January 2005, says: "each sponsor must confirm that it has reasonable grounds to believe and does believe that the new applicant has established procedures, systems and controls (including accounting and management systems) which are adequate in regard to the obligations of the new applicant and its directors to comply with the Exchange Listing Rules and other relevant legal and regulatory requirements (in particular 13.09, 13.10, 14.46, 14.48 and 14.49, and Chapter 14 and 14A, and Appendix 16)".

For new applicants of the HKEx Growth Enterprises Market (GEM), the GEM listing rules 6A.15_(5) state that: "each Sponsor must confirm that it has reasonable grounds to believe and does believe that the new applicant has established procedures, systems and controls (including accounting and management systems) which are adequate having regard to the obligations of the new applicant and its directors to comply with the GEM Listing Rules and other relevant legal and regulatory requirements (in particular rules 17.10, 17.11, 18.03, 18.49 and 18.53 to 18.64 and Chapters 19 and 20) and which are sufficient to enable the new applicant's directors to make a proper assessment of the financial position and prospects of the new applicant and its subsidiaries, both before and after listing".

HKEx' requirements

For listed companies, as said in the appendix 14 to the listing rules, the Corporate Governance Guide, Section C2.1, "The directors should at least annually conduct a review of the effectiveness of the system of internal control of the issuer and its subsidiaries and report to shareholders that they have done so in their Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions."

Additionally, in Section 3.3 of this Guide, the Audit Committee duties include "... (f) to review the issuer's financial controls, internal control and risk management systems; (g) to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system..."

Accordingly, To develop a basis for the Directors and Audit Committee's review and report, management shall follow Appendix 23 to the listing rules, the Corporate Governance Report, section 3(d), to fulfill the following work, so as to enable the financial, operational and compliance controls and risk management functions to be reviewed and reported.

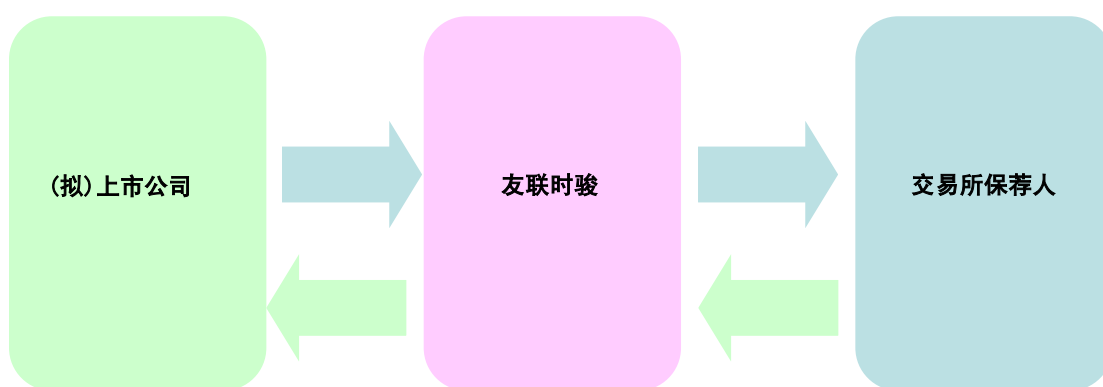
- a. Define internal controls and set up internal control system ;
- b. Set up procedures and internal controls for the handling and dissemination of price sensitive information;
- c. Create an internal audit function; or in the absence of the internal audit function, review and report the outcome of absence;
- d. Define frequency of reviewing internal controls;
- f. Define criteria for the assessment of the effectiveness of the system of internal control;

The above management preparation is the prerequisite for the Directors and Audit Committee's review and report. The review and report can only be feasible if they are based upon the above preliminary work.



友联时骏对香港联交所上市公司的合规性工作的协助

为协助公司应对保荐人的尽职调查，及应对公司向香港联交所提交“企业管治报告”的需要，友联时骏运用自己既熟知上市规则、又深通风险管理要义的优势，在公司与交易所、保荐人和审计师之间，建立有共同语言的沟通渠道：



友联时骏通过与多家上市公司保荐人的合作，深刻理解其对于企业内部控制的期望和要求，能够具体有效的指导企业如何建立健全内部控制，补充相应的证明文档，完成管理层的自我评估，应对保荐人的尽职调查。

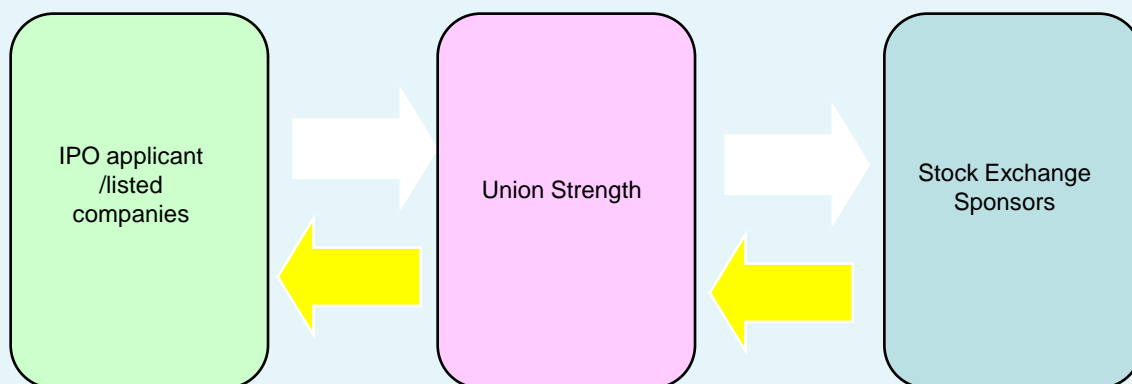
对于香港联交所关于上市公司内部监控的非强制性建议，友联时骏亦预见到随着上市公司管治的进一步加强，将会成为必需披露的一部分。





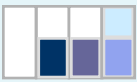
Assistance with the compliance with listing rules of the HKEx

To assist a listing company to prepare against the sponsor's due diligence survey, and to submit the corporate governance report to the HKEx, Union Strength leverages its advanced knowledge in listing rules and risk management practices, bridging the needs between listing companies, stock exchanges and sponsors, and builds a communication channel with common language.

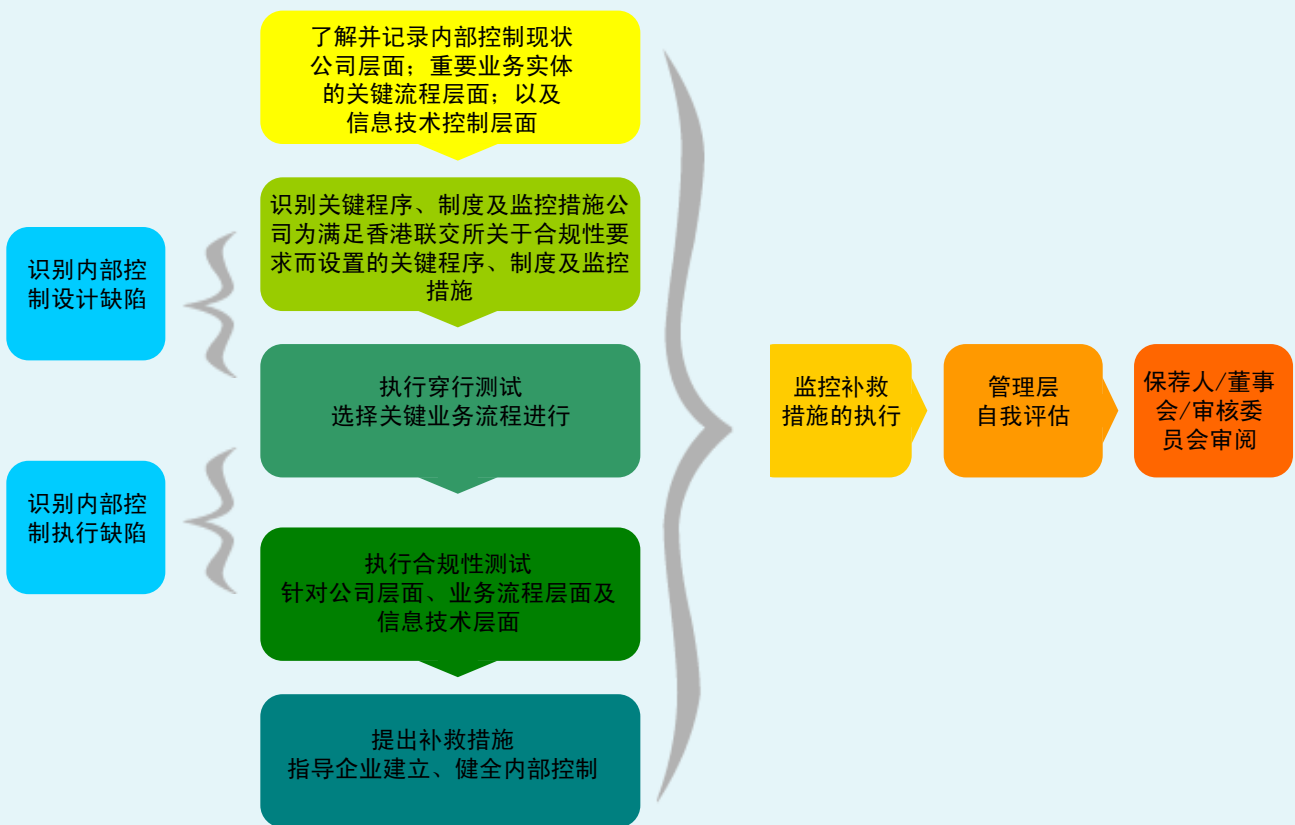


Based on the cooperation with sponsors of several listing companies, we understand in-depth the sponsor's mandatory expectations and requirements, so that we can effectively guide the Company in establishing sound controls, prepare supporting documents, fulfill self-assessment and pass the sponsor's due diligence survey.

For the recommended disclosure of corporate governance made by the HKEx, Union Strength believes it will become a compulsory part of the disclosure packages.



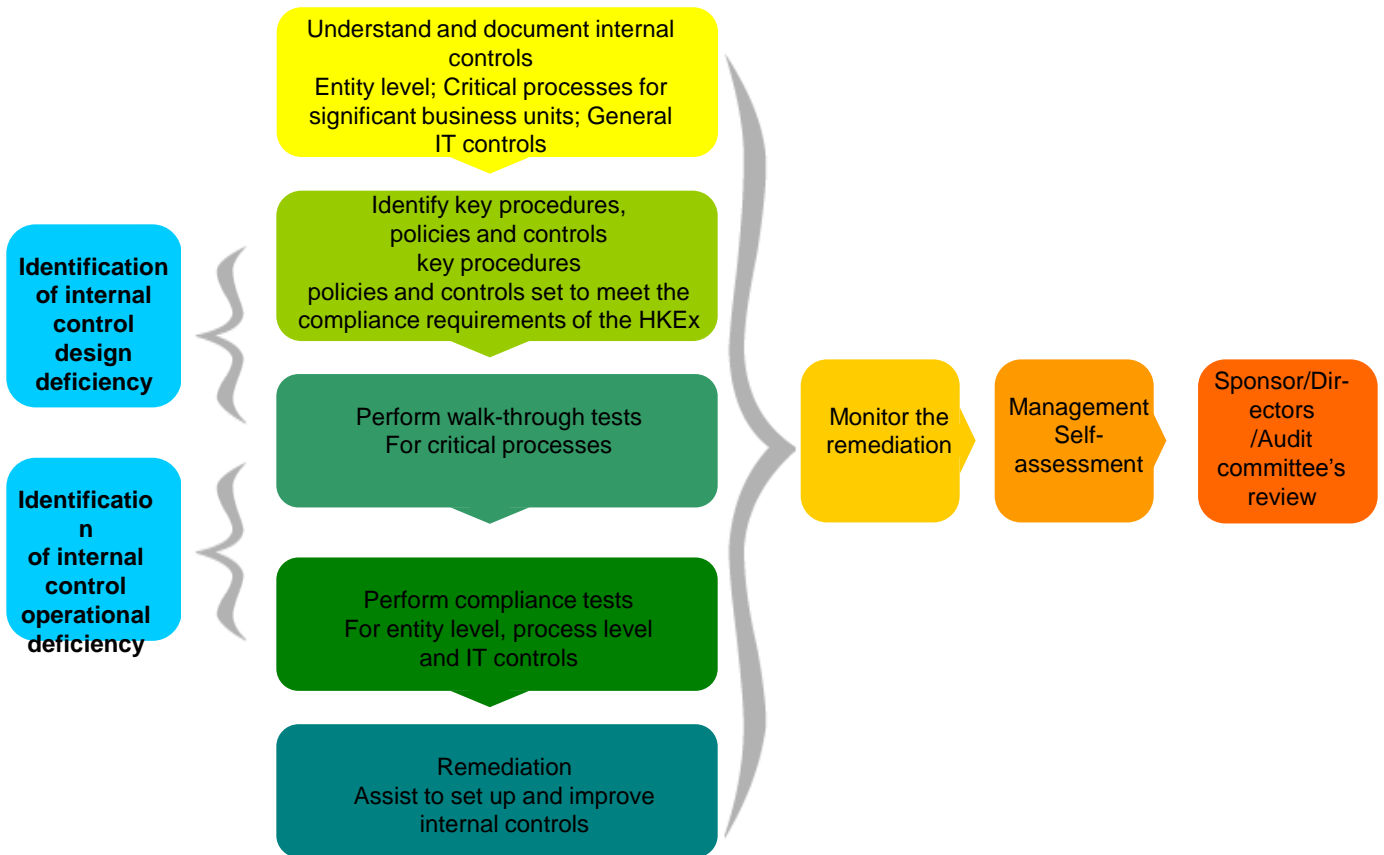
友联时骏对香港联交所上市公司的合规性工作的协助 友联时骏的具体工作方法，则如下所述：





Assistance with the compliance with listing rules of the HKEx

Union strength's detailed service approach is as follows:





●新加坡交易所上市

友联时骏对新加坡交易所上市公司合规性工作的协助

依据新加坡交易所上市规则“股权融资246 (9)款”或“债券融资314 (3)款”的规定，审计师的内部控制审计报告是上市申请时必须提交的文件之一。

该内部控制审计报告必须涵盖上市申请人及其主要子公司的内部控制和会计系统；如果该等内部控制和会计系统存在缺陷，则新交所将要求审计师确认该缺陷并非重大内部控制缺陷。

显而易见，为满足新加坡交易所的上述监管要求，企业必须建立并保持有效的内部控制。

此时，友联时骏的服务价值在于，我们在应对美国萨班斯法案中积累的丰富经验和成熟的工作方式，能够使企业在如下方面倍受裨益：

- 迅速取得内部控制评价的标准和最佳范例
- 有针对性地准确回应审计师的要求和建议

在此，友联时骏及其新加坡成员所可以协助企业与审计师沟通，采用国际通行的内部控制衡量标准，如COSO，作为本企业的自我评估标准。同时友联时骏的丰富成功案例将使企业迅速得以找到最佳的实施方案。



SGX Listing

Assistance with the compliance with listing rules of the Singapore Exchange

Pursuant to the listing rules –'Equity Securities 246 (9)' or 'Debts Securities 314 (3)' , "the public offering application must include the auditors' report to management on the internal control and accounting systems of the applicant and its principal subsidiaries. Where there are weaknesses in an applicant's internal control and accounting systems, the Exchange may require a confirmation from the auditors that the weaknesses are not material. "

Apparently, to meet the regulatory needs of the SGX, the applicant must establish and maintain effective internal controls.

In this area, a public offering applicant may benefit from Union Strength in many ways, as we have accumulated profound knowledge, experience and mature approaches when we deal with compliance with the SOA as mentioned in the U.S. Capital Markets section:

- the Company may quickly access the best practices of internal control criterion and documentation models
- the Company may receive pertinent and effective answers to the for auditor's questions, with Union Strength's assistance

Union Strength will help the Company communicate with the auditor, using the well accepted internal control criteria, such as COSO, to assist the Company in its self-assessment. In addition, the Company can benefit from Union Strength's successful cases.



●中国国内上市

友联时骏对中国国内上市公司合规性工作的前瞻性准备

友联时骏预见到，尽管中国国内尚未明确要求上市企业的外部审计师提交关于内部控制的审计报告，或要求保荐人提交关于企业合规性的声明，但是，中国证监会在促进企业责任感、完善内部控制、加强对外披露、提高财务报告和审计的质量及透明度、并对违反证券法律和其它法规的行为加大惩罚力度的过程中，必将对企业的内部控制提出更高、更明确的要求。

依据2004年1月30日国务院发布的《国务院关于推进资本市场改革开放和稳定发展的若干意见》中所指，要“规范上市公司运作.....强化董事和高管人员的诚信责任.....强化上市公司及其他信息披露义务人的责任，切实保证信息披露的真实性、准确性、完整性和及时性”，可见政府对国内上市公司完善其内部控制的期望是明确的。

此外，在近期纳入全国人大审议范围的《证券法》修改草案中，加强对上市公司的监管成为主题之一。草案不但要求上市公司高管对上市公司披露信息的真实、准确和完整承担法律责任，还要求上市公司控股股东或实际控制人确保其提供的文件真实、准确、完整，不得以任何方式损害上市公司和其他股东的合法权益，否则，将与发行人的发起人承担连带赔偿责任。

因而，友联时骏预见到，一俟中国国内上市企业的内部控制审阅成为现实要求，友联时骏的丰富国际经验，及前期所完成的翔实的理论探讨和成功案例，必将对国内企业完成合规性工作大有裨益。



P.R.C. Listing

Study and preparation for the prospective compliance requirements for the PRC Listing

Although the CSRC (China Securities Regulatory Commission) has not explicitly required an internal controls audit report or sponsor declaration for the PRC locally listed companies, we anticipate the CSRC's efforts at driving the PRC securities market towards a market of responsiveness, reliability, complete disclosure and integrity will raise the threshold for internal controls. Once the potential needs are recognized, many companies will need assistance in developing strict internal controls. In this case, Union Strength's dominant international experience will be a great help for PRC companies in their compliance efforts.

Pursuant to the Instructions on driving forward the reform, opening and stabilizing of capital markets, issued by the State Council on 30 January 2004, the government is going to "... standardize the operation of listing companies...intensify the responsibility of integrity of directors and senior management... intensify the disclosure responsibility of listing companies and other related parties, to ensure the truthfulness, accuracy, completeness, timeliness...". We can conclude the government has definitely expressed its expectation on internal controls integration.

Furthermore, a hot topic on intensifying corporate governance was raised in the exposure draft of Securities Laws deliberated by the National Congress. The exposure draft requires senior management to be legally liable for the disclosure responsibility of listing companies to ensure the truthfulness, accuracy, and completeness in financial reporting. It also requires the shareholders or parties with controlling power to ensure the truthfulness, accuracy, and completeness of all filings, and not to infringe upon the interest of the listing company or its shareholders by any means, otherwise, the company will bear the compensation responsibility the same as the initiator of the issue.

Hence, we foresee that once the internal control audit becomes mandatory for PRC locally listed companies, our abundant international experience, research results and successful cases, will greatly benefit the PRC listing companies for their compliance with local listing rules.



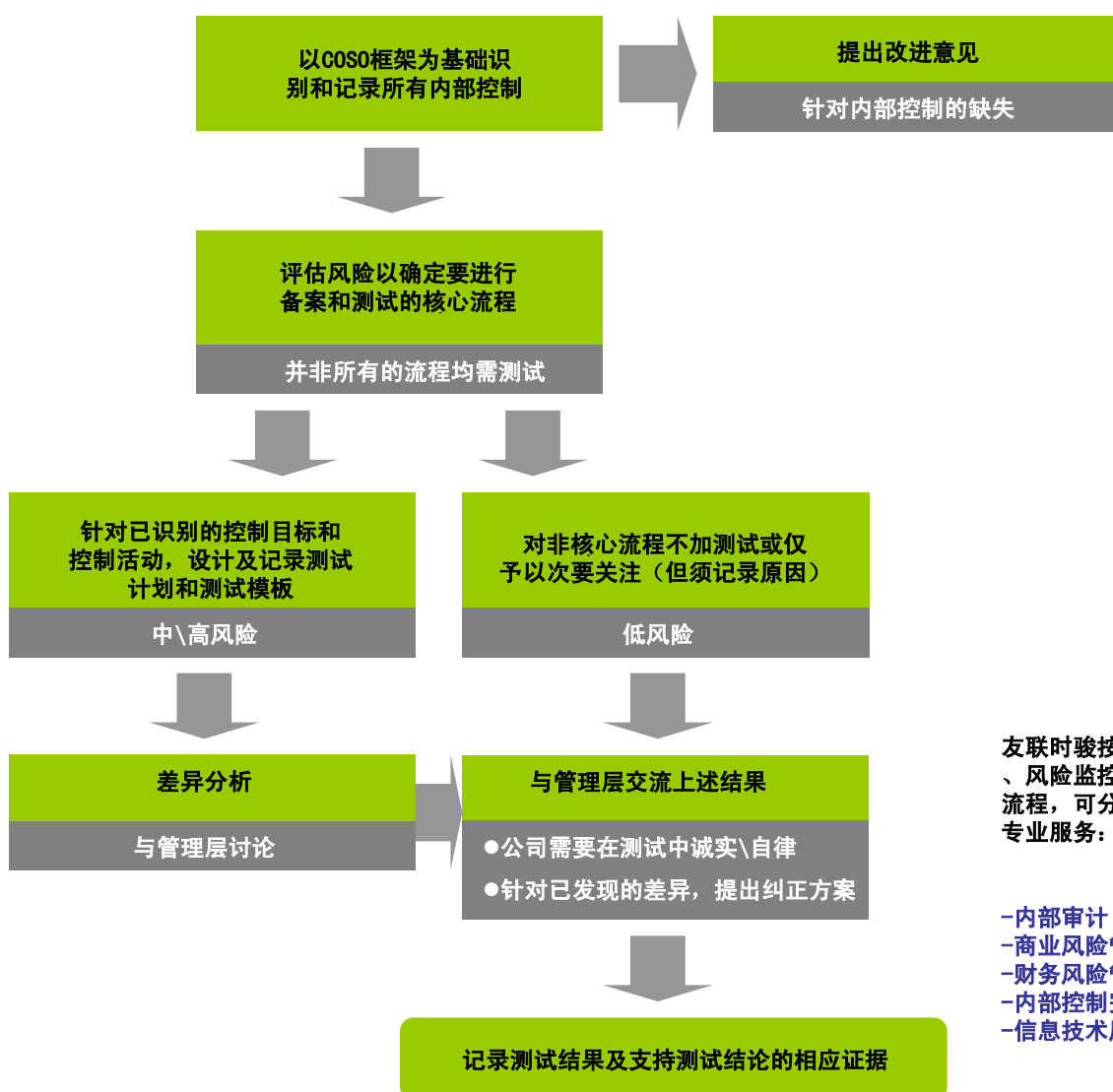


基于风险与控制的其他咨询
Risk and Control Consulting



基于风险与控制的其他咨询

结合友联时骏的风险管理方法论，以及客户在内部控制持续完善方面的需求，我们提出了极具针对性的风险应对计划，并在此基础上监测应对计划的实施，提出适时改进建议，进而不断完善针对风险的管理。



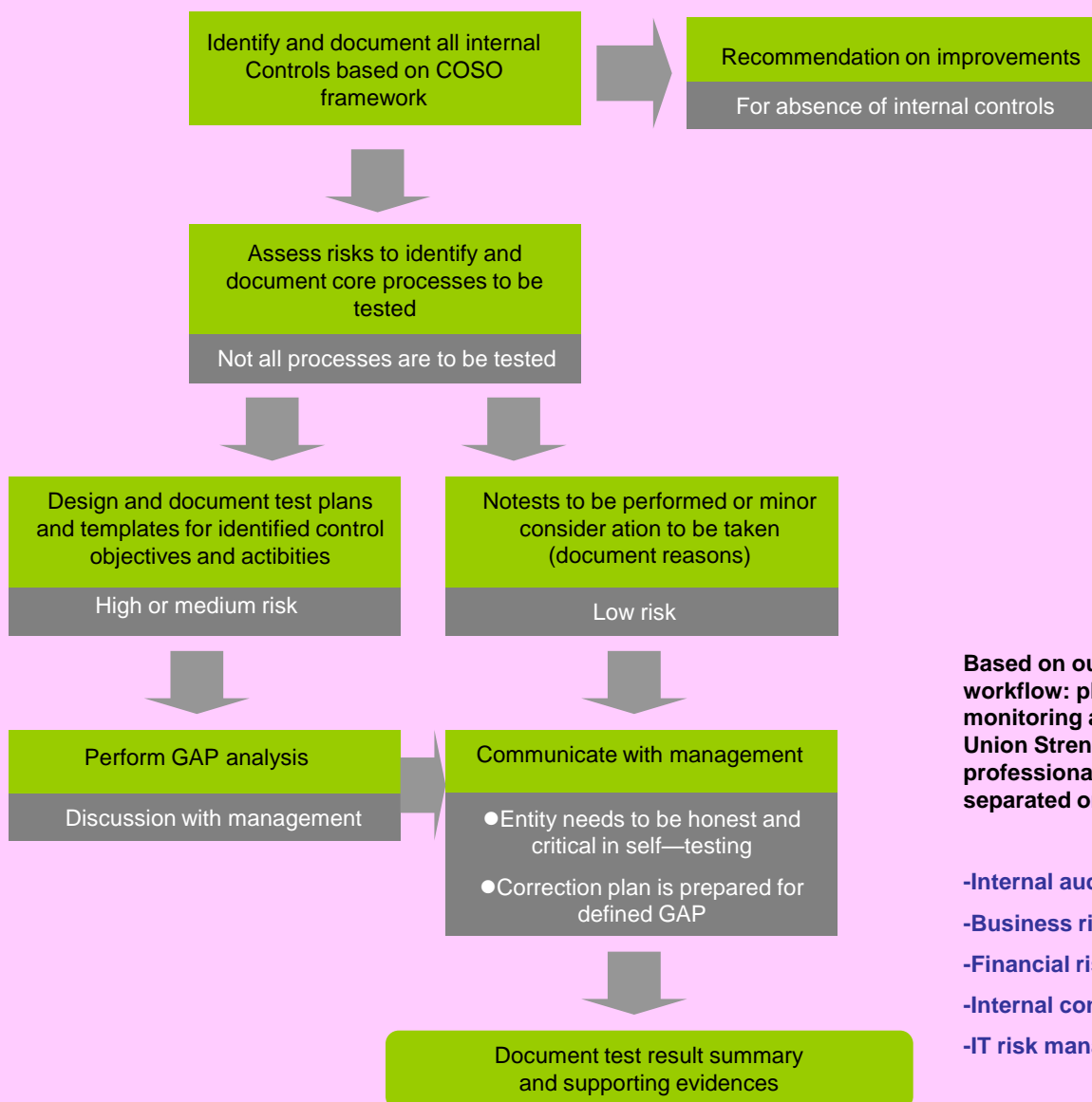
友联时骏按照风险规划、风险识别、风险监控、风险影响分析的工作流程，可分别实施或整体提供如下专业服务：

- 内部审计
- 商业风险管理
- 财务风险管理
- 内部控制完善
- 信息技术风险管理



Risk and Control Consulting

Union Strength developed a pertinent risk and control consulting approach based on our own methodologies and client expectation of improving their internal control. We focused our attention on the implementation effect of the approach, in order to perfect the plan.



Based on our risk management workflow: planning, identification, monitoring and impact analysis, Union Strength provides clients professional services as follows, separated or integrated:

- Internal audit
- Business risk management
- Financial risk management
- Internal control improvement
- IT risk management



Risk Management Consulting Services

Introduction
Introduction



**Risk Management
Consulting**



Union Strength

Risk Management Consulting

Risk Management
IPO Advisory
Corporate Finance



www.ustrength.com