

**AMENDED & RESTATED
CHARTER OF THE
AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
AEI
ADOPTED FEBRUARY 10, 2010**

I. PURPOSE OF THE COMMITTEE

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of AEI (the “Company”) shall be to provide oversight and assistance to the Board in setting the appropriate corporate “tone” and in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries, including, without limitation, (a) assisting the Board’s oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the Company’s independent auditors’ qualifications and independence, and (iv) the performance of the Company’s independent auditors and the Company’s internal audit function, and (b) preparing (or causing the preparation of with the oversight of the Committee) any report required to be prepared by the Committee pursuant to the rules of the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s Annual Report on Form 20-F.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more members of the Board. Each member of the Committee shall qualify as an independent director (“Independent Director”) in accordance with the listing standards of the New York Stock Exchange (the “NYSE”) and the Company’s Corporate Governance Guidelines, as determined and disclosed in the Company’s Annual Report on Form 20-F.

Each member of the Committee must be financially literate; as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall be an “audit committee financial expert” pursuant to Section 401(h) of Regulation S-K and Section 401(e) of Regulation S-B.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two public companies (in addition to serving on the Committee), unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. Any such determination shall be disclosed in the Company’s Annual Report on Form 20-F.

The initial members of the Committee shall be elected by majority vote of the Board. Thereafter, the members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and elected annually to one-year terms by majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then serving on the Board.

The Chairman of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may establish its own rules of procedure, which shall be consistent with the Articles of Association of the Company, this Charter and applicable law. The Committee shall meet as provided by its rules, which shall be at least once every fiscal quarter or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chairman of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. In the absence of the Chairman of the Committee or a majority of the members of the Committee, the Chairman of the Board or the Chief Executive Officer may call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Company, or other persons, attend any meeting of the Committee to provide pertinent information and provide assistance to the Committee as the Committee deems necessary. The Committee should meet separately on a periodic basis with (a) management (for purposes of this Charter, management of the Company shall include, but not be limited to, the Chief Accounting Officer and the Controller of the Company), (b) the person responsible for the Company's internal auditing function, and (c) the Company's independent auditors, in each case to discuss any matters that the Committee or any of the above persons or firms believe should be discussed privately.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company and be distributed to the Board

To the extent allowed by applicable law, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following duties and responsibilities of the Committee are subject to the limitations, if any, set forth in the Company's Articles of Association and applicable law.

A. Selection, Evaluation and Oversight of Auditors

The Committee shall have the following duties and responsibilities with respect to selection, evaluation and oversight of the Company's auditors:

(a) Select, in its sole discretion (subject, if applicable, to shareholder ratification), independent auditors to audit the books and accounts of the Company and its subsidiaries for each

fiscal year;

(b) Review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein;

(c) Review in advance all audit and non-audit engagements and relationships between the Company and the Company's independent auditors (which approval may be made after receiving input from the Company's management);

(d) Review the performance of the Company's independent auditors, including the lead partner and reviewing partner of the independent auditors, and, in its sole discretion (subject, if applicable, to shareholder ratification), make decisions regarding the replacement or termination of the independent auditors when circumstances warrant;

(e) Obtain at least annually from the Company's independent auditors and review a report describing:

(i) the independent auditors' internal quality-control procedures;

(ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the Company's independent auditors, and any steps taken to deal with any such issues;

(iii) all relationships between the independent auditors or any of its affiliates and the Company or persons in a financial reporting oversight role at the Company (including a description of each category of services provided by the independent auditors to the Company and a list of the fees billed for each such category) that may reasonably be thought to bear on the independent auditors' independence; and

(iv) the independent auditors' compliance with Section 10A of the Exchange Act;

(f) Present to the Board the Committee's conclusions with respect to the above matters, as well as the Committee's review of the lead partner and the reviewing partner of the independent auditors, and its views on whether there should be a rotation (regular and otherwise) of the independent auditors; and

(g) Oversee the independence of the Company's independent auditors by, among other things:

(i) actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and taking appropriate action to satisfy itself of the auditors' independence;

(ii) monitoring compliance by the Company's auditors with the audit partner rotation requirements contained in the SEC's rules and regulations; and

(iii) monitoring compliance by the Company and the Company's auditors with the

employee conflict of interest requirements contained in the SEC's rules and regulations.

B. Oversight of Annual Audit and Quarterly Reviews

The Committee shall have the following duties and responsibilities with respect to oversight of the annual audit and quarterly reviews:

(a) Review and accept, if appropriate, the annual audit plan of the Company's independent auditors and the annual workplan of the Company's internal auditors, such review to include the scope of audit activities and critical accounting policies and practices to be used, and coordination and effective use of audit resources;

(b) Monitor the progress and results of the annual audit plan of the Company's independent auditors and the annual workplan of the Company's internal auditors;

(c) Review with management, the Company's independent auditors and, if appropriate, the person responsible for the Company's internal auditing department, the following:

(i) the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and any major issues related thereto;

(ii) critical accounting policies and such other accounting policies of the Company as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body, including financial reporting issues that could have a material impact on the Company's financial statements;

(iii) major issues regarding accounting principles and financial statement presentations, including (A) any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies and (B) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the ramifications and effects of alternative generally accepted accounting principles methods on the Company's financial statements;

(iv) all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditors;

(v) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences; and

(vi) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

(d) Resolve disagreements between the Company's independent auditors and management regarding financial reporting; and

(e) Review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the independent auditors the following:

(i) any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise);

(ii) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and

(iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company.

C. Oversight of the Financial Reporting Process and Internal Controls

The Committee shall have the following duties and responsibilities with respect to oversight of the financial reporting process and internal controls:

(a) Review the Company's internal audit function;

(b) Review:

(i) the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget and staffing of the Company's internal audit function, through inquiry and discussions with the Company's independent auditors and management of the Company; and

(ii) the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's annual report;

(c) Periodically review the following with the chief executive officer, chief accounting officer, chief financial officer, internal auditor and independent auditors:

(i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information, including any significant deficiencies or material weaknesses identified by (a) management of the Company in connection with the Company's required quarterly certifications under Section 302 and annual assessments under Section 404 of the Sarbanes-Oxley Act or (b) the Company's independent auditors;

(ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting; and

(iii) any changes in internal control over financial reporting that occurred during the most recent fiscal quarter and that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting, including any changes that are disclosed, or considered for disclosure, in the Company's periodic filings with the SEC;

(d) Receive periodic reports from the Company's independent auditors and management to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;

(e) Establish and maintain free and open means of communication between and among the Board, the Committee, the Company's independent auditors, the Company's internal auditing department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis;

(f) Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance); and

(g) Review and (i) approve or disapprove any management recommendation to appoint, replace, reassign or dismiss, and (ii) ratify or determine not to ratify any management decision regarding the performance evaluation, promotion and compensation of the person responsible for the Company's internal auditing department.

D. Miscellaneous

The Committee shall have the following miscellaneous duties and responsibilities:

(a) Establish clear hiring policies by the Company for employees or former employees of the Company's independent auditors;

(b) Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal auditing department, assess and manage the Company's exposure to risk, including the risk of fraud, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

(c) Meet periodically with the Company's general counsel, and outside counsel when appropriate, to review legal and regulatory matters, including (i) matters that may have a material impact on the financial statements of the Company and (ii) matters involving potential or ongoing material violations of law by the Company or its directors, officers, employees or agents or breaches of fiduciary duty to the Company;

(d) Prepare the report(s) required by the rules of the SEC to be included in the Company's Annual Report on Form 20-F;

(e) Review the Company's policies relating to the avoidance of conflicts of interest and review past transactions between the Company and the directors or current members of management and review and approve proposed related party transactions, as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets. The Committee shall consider the results of any review of these policies and procedures by the Company's independent auditors;

(f) Annually review the expenses of officers of the Company who are also members of the Board and such other officers as the Committee may deem appropriate;

(g) Review the Company's program to monitor compliance with the Company's code of business conduct, and meet periodically with the Company's compliance officer to discuss compliance with the code of business conduct, and approve or disapprove any management recommendation to appoint, replace, reassign or dismiss the Company's compliance officer.

(h) Establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(i) Report regularly to the Board on its activities, as appropriate. In connection therewith, the Committee should review with the Board any issues that arise 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 Company's independent auditors, or the performance of the internal audit function; and

(j) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee has the authority to retain, at the Company's expense, outside advisors, including legal counsel, accountants, auditors, consultants or other experts

as it deems necessary or appropriate to assist the Committee in carrying out its responsibilities. The Committee shall have the sole authority to retain or terminate such independent advisors, including sole authority to approve the advisors' fees and other retention terms, such fees to be borne by the Company. The Committee shall have the authority to incur such other costs or expenses as it deems necessary or appropriate in carrying out its responsibilities, such costs or expenses to be borne by the Company.

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This Charter may be amended from time to time by resolution of the Board.

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for planning or conducting the audit of the Company's financial statements or for determining whether the financial statements are complete and accurate, are in accordance with generally accepted accounting principles or fairly present the Company's financial condition, results of operations and cash flow.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (iii) statements made by management or third parties as to any information technology, internal audit and other non-audit services provided by the auditors to the Company.

Nothing contained in this Charter is intended to create, or should be construed as creating, any liability of the members of the Committee, except to the extent otherwise provided under the applicable laws of the Cayman Islands, which shall continue to set the legal standard for the conduct of the members of the Committee.
