

Corporate Governance Report

企業管治報告

For the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

The Board is committed to maintaining statutory and regulatory standards and adherence to the principles of corporate governance with emphasis on transparency, independence, accountability and responsibility. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence corporate governance.

The Corporate Governance Code (the “Code”) issued by the Stock Exchange in the Listing Rules sets out two levels of corporate governance practices, namely, code provisions that a listed company is expected to comply with or explain its non-compliance if chooses to deviate from it, and recommended best practices that listed companies are encouraged to comply with. The Company is in compliance with the code provisions of the Code during the Year, save for the deviations discussed below.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions as set out in the Code during the Year, except the deviations from the code provisions A.4.1 and 4.2 of the Code. Code provision A.4.1 requires that non-executive directors should be appointed for a specific term and subject to re-election. Three independent non-executive Directors are not appointed for a specific term but will be subject to retirement by rotation in accordance with the Articles. Code provision A.4.2 requires that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation once every three years. But in accordance with Article 108 (A) of the Articles, all Directors (except the Chairman, Deputy Chairman, Managing Director or Joint Managing Director) are subject to retirement by rotation and re-election at annual general meetings of the Company. New Directors appointed by the Board during the year are required to retire and offer themselves for re-election at the first annual general meeting immediately following their appointments. The Articles does not explicitly require the Directors shall be subject to retirement by rotation at least once every three years, instead, the Articles requires that at each annual general meeting one-third of the Directors (other than the specified Director(s)), or if their number is not three on a multiple of three, the number nearest to but not exceeding one-third shall retire by rotation and the Director to retire shall be any Director who wishes to retire and not to offer himself for re-election or those who have been longest in office since appointment. As such, the Company considers that sufficient measures have been taken to serve the purpose of these code provisions. The Board will review this practice from time to time.

董事會致力維持有關法定及監管標準，並緊守企業管治之原則，強調透明、獨立、問責及負責。為了達到股東不斷提高之期望和符合日趨嚴謹之法規要求，實踐董事會對堅守優越企業管治之承諾，董事會不斷檢討集團之企業管治守則。

聯交所上市規則發出之企業管治常規守則（「守則」）訂明兩個層次之企業管治守則，分別是守則條文 — 預期上市公司遵守或於選擇偏離守則條文時對其不遵守作出解釋；及建議最佳常規 — 鼓勵上市公司加以遵守之情況。除了下文提及之偏離外，公司於本年度已遵守企業管治守則中之守則條文。

企業管治守則

本公司於本年度已遵守守則所載的守則條文，惟偏離守則條文第A.4.1及4.2條之行為除外。守則條文第A.4.1條規定非執行董事應以指定任期委任並須重選連任。三名獨立非執行董事並非以指定任期委任，惟須根據章程細則輪席告退。守則條文第A.4.2條要求所有填補臨時空缺之董事須於被委任後首次股東大會上重選。每位董事（包括按特定任期獲委任的董事）須每三年輪值告退一次。然而，根據章程細則第108(A)條，所有董事（惟主席、副主席、董事總經理或聯席董事總經理除外）須於本公司之股東週年大會上輪值告退，並膺選連任。於本年度獲董事會委任之新董事亦須在緊隨其獲委任後之首次股東週年大會上退任，並可膺選連任。章程細則並無明確規定董事須每三年至少告退一次，相反，章程細則規定，於各股東週年大會上三分之一的董事（不包括指定董事），或（倘若其數目並非為三或三的倍數）以最接近但不超過三分之一的董事人數須輪值告退，且將告退的董事應為自願告退且並無膺選連任之任何董事或自委任以來其任期最久的董事。故此，本公司認為已採取足夠措施以達到此守則條文之目的。董事會將不時檢討此項常規。

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BOARD OF DIRECTORS

The Board is responsible for providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board comprises two executive Directors and three independent non-executive Directors. The Board has established several Board Committees to oversee different areas of the Company's affairs. The composition of the Board and the Board Committees are given below and their respective responsibilities are discussed in this report. Details of Directors' attendance at Board Meetings and Committee Meetings held during the Year are set out in the following table.

董事會

董事會有效率及負責領導公司發展之責。各董事無論個別或共同行事，都必須行之以誠，以公司及股東之整體利益為前提。董事會由兩名執行董事及三名獨立非執行董事組成。董事會已成立若干轄下委員會，分別監察公司不同範疇之事務。公司之董事會及各董事委員會成員之組成載於下文，而各委員會之職責於本報告內有進一步之描述。於本年度內，各董事出席所舉行之董事會會議及委員會會議之詳情載於下表。

Name of Directors	Full Board Meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings
董事姓名	全體董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議

Executive Directors

執行董事

JING Bin (CEO) 景濱(行政總裁)	20/21	N/A 不適用	N/A 不適用	N/A 不適用
LEE Chi Kong (resigned on 16 July 2014) 李志剛(於二零一四年七月十六日辭任)	3/21	N/A 不適用	N/A 不適用	N/A 不適用
YANG Jilin (appointed on 15 September 2014) 楊季霖(於二零一四年九月十五日獲委任)	1/21	N/A 不適用	N/A 不適用	N/A 不適用
WU Tao (resigned on 15 September 2014) 武濤(於二零一四年九月十五日辭任)	17/21	N/A 不適用	N/A 不適用	N/A 不適用

Independent Non-executive Directors

獨立非執行董事

CHEN Xiaoming 陳小明	3/21	2/2	2/2	1/1
LI Qunsheng (appointed on 21 February 2014) 李群盛(於二零一四年二月二十一日獲委任)	2/21	2/2	2/2	1/1
LI Bailing (resigned on 21 February 2014) 李百靈(於二零一四年二月二十一日辭任)	0/21	0/2	0/2	N/A 不適用
YUAN Jun (appointed on 16 July 2014) 袁軍(於二零一四年七月十六日獲委任)	2/21	1/2	1/2	0/1
CHEUNG Wai Tak (resigned on 16 July 2014) 張偉德(於二零一四年七月十六日辭任)	4/21	1/2	1/2	0/1

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The Board members have no financial, business, family or other material/relevant relationships with each other. Code Provision A.2.1 provides that the role of chairman and chief executive officer should be separated and should not be performed by the same individual. Due to focus on his personal business development, Mr. Lee Chi Kong, former chairman of the Company, resigned as chairman of the Company with effect from 16 July 2014. Since then, the Board has been unable to identify suitable candidates for chairman, and the role of chairman is temporarily performed by the Board until the appointment of new chairman. Each of the independent non-executive Directors has confirmed in writing his/her independence from the Company in accordance with the independence requirement under Rule 3.13 of the Listing Rules. On this basis, the Company considers all such Directors to be independent.

Biographical details of the Directors of the Company as at the date of this report are set out on pages 31 to 32 of this annual report. Given the composition of the Board and the skills, knowledge and expertise of the Directors, the Board believes that it is appropriately structured to provide sufficient checks to protect the interests of the Group and the shareholders. The Board will review its composition regularly to ensure that it has the appropriate balance of expertise, skills and experience to continue to effectively oversee the business of the Company.

The Directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation. Details of emoluments of the Directors from the Group for the Year are disclosed in Note 13 to the consolidated financial statements.

各董事會成員之間並沒有財務、業務、親屬或其他重大／相關關係。根據守則條文A.2.1規定，主席與行政總裁的角色應區分，不應由同一人擔任。公司前任主席李志剛先生於二零一四年七月十六日因專注其個人事業發展而辭任本公司主席一職後，董事會至今仍未覓得合適人選，主席之職務暫時由董事會分擔，直至委任新主席為止。各獨立非執行董事已根據上市規則第3.13條的獨立性規定而致函確認其獨立性；因此，公司認為該等董事確屬獨立人士。

於本年報日期，公司董事之履歷詳載於本年報第31頁至第32頁。基於董事會之組成及各董事之技能、學識和專業知識，董事會相信其架構已能恰當地提供足夠之監察，以保障集團和股東之利益。董事會將定期檢討其組成，以確保其在專業知識、技能及經驗方面維持合適之平衡，藉以繼續有效地監管公司之業務。

董事薪酬乃參考各董事於公司之職責、公司之表現及當前市況後釐定。董事於本年度向集團收取之酬金詳情披露於綜合財務報表附註13。

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BOARD RESPONSIBILITIES AND DELEGATION

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, authorising the annual development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system and supervising and managing management's performance. The Board delegates the day-to-day management, administration and operation of the Group to management. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group. The Board gives clear directions to management as to the matters that must be approved by the Board before decisions are made on behalf of the Group.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The appointment of new Directors is recommended by the Nomination Committee. The Board will then take into account criteria such as expertise, experience, integrity and commitment when considering a new appointment.

In accordance with the Articles, all Directors (except the Chairman, Deputy Chairman, Managing Director or Joint Managing Director) are subject to retirement by rotation and re-election at annual general meetings of the Company. New Directors appointed by the Board during the year are required to retire and submit themselves for re-election at the first annual general meeting immediately following their appointments. Further, at each annual general meeting, one-third of the Directors (excluding the Chairman, Deputy Chairman, Managing Director or Joint Managing Director), or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third are required to retire from office. Out of the six Directors for the time being, five of them (except the Chairman) are subject to retirement by rotation.

董事會責任及授權

董事會負責領導及控制本集團並透過指導及監督本集團之業務共同負責令本集團達致成功。董事會專注於制定本集團之整體策略、批准年度發展計劃及預算；監察財務及營運表現；檢討內部監控系統之成效以及監督及管理管理層之表現。董事會委任管理層負責本集團之日常管理、行政及營運工作。董事會定期檢討所授出之職能，以確保其符合本集團之需要。對於須經董事會批准的事宜，在代表本集團作出決定之前，董事會會向管理層作出明確指示。

董事之委任及重選

新董事之委任由提名委員會建議。董事會審議新委任時會考慮候選人之專業知識、經驗、誠信及承擔等各方面。

根據章程細則，所有董事（惟主席、副主席、董事總經理或聯席董事總經理除外）須於公司之股東週年大會上輪值告退，並接受重選。於年內獲董事會委任之新董事亦須在獲委任後之首次股東週年大會上退任，並可膺選連任。再者，於每屆股東週年大會上須有三分之一或（如董事會人數不是三或三之倍數）最接近但不超過三分之一之董事（不包括主席、副主席、董事總經理或聯席董事總經理）退任。在現時在任六名董事當中，除主席以外餘下五名須受輪值告退之限制。

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The existing Articles governing the retirement of Directors deviate from the code provisions in the following aspects: (i) unlike the other Directors, the Chairman, Deputy Chairman, Managing Director or Joint Managing Director is not subject to retirement by rotation; (ii) new Directors appointed to fill casual vacancies are subject to election by shareholders at the first annual general meeting instead of the first general meeting after their appointments; and (iii) the Directors who are subject to retirement by rotation are not explicitly subject to retirement at least once every three years. The Board will review the above-mentioned practice from time to time and consider amending the Articles when necessary.

TERM OF OFFICE OF NON-EXECUTIVE DIRECTORS

The Company has not complied with code provision A.4.1 that requires non-executive directors should be appointed for a specific term and subject to re-election. Currently, there are no service contracts entered into between the Company and the independent non-executive Directors and they have no fixed term of office with the Company. In accordance with the Articles, all independent non-executive Directors are subject to retirement by rotation. Also, new independent non-executive Directors appointed by the Board during the year are required to retire and submit themselves for re-election at the first annual general meeting immediately following their appointments. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision.

AUDIT COMMITTEE

The Audit Committee as at the date of this report comprises all of the three independent non-executive Directors and is chaired by Mr. CHEN Xiaoming, who possesses extensive accounting experience in financial and commercial sectors. It is responsible for appointment of external auditors, review of the Group's financial information and oversight of the Group's financial reporting system and internal control procedures. The Audit Committee is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval. It meets regularly to review financial reporting and internal control matters and to this end has unrestricted access to personnel, records and external auditors and senior management.

現行有關董事退任之章程細則有下列之偏離企業守則的事項：(i) 主席、副主席、董事總經理或聯席董事總經理毋須輪值告退，有別於其他董事；(ii) 獲委任填補臨時空缺之新董事須在其獲委任後之首次股東週年大會（而非首次股東大會）上告退並接受股東重選；及(iii) 沒有明確地要求每名須輪值告退之董事最少每三年退任一次。董事會將不時檢討上述做法並於需要時考慮修訂章程細則。

非執行董事之任期

公司並無遵守守則條文A.4.1，該條規定非執行董事應以指定任期委任並須重選連任。現時公司與獨立非執行董事並無訂立服務合約，且彼等並無指定任期。根據章程細則，全體獨立非執行董事均須輪值告退。再者，於年內獲董事會委任的新獨立非執行董事亦須在獲委任後之首次股東週年大會上退任，並可膺選連任。因此，公司認為已採取足夠措施以符合守則條文之目的。

審核委員會

於本報告日期，審核委員會由全部共三名獨立非執行董事組成，其主席為陳小明先生。陳先生擁有豐富之財務及商業會計經驗。審核委員會負責外聘核數師之委聘、審閱集團之財務資料及監督集團之財務申報制度和內部監控程序。審核委員會亦負責審議集團中期及末期業績後才向董事會作出建議是否批准有關業績。審核委員會定期舉行會議，審閱財務報告及內部監控等事宜，並可不受限制地接觸工作人員、取得有關記錄以及接觸公司之外聘核數師及高級管理層。

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The Audit Committee has specific written terms of reference which are of no less exacting terms than those stipulated in code provision. In 2014, the Audit Committee held two meetings. At the meetings, it reviewed the final results for the year ended 31 December 2013 and the interim results for the six months ended 30 June 2014 respectively. It also reviewed the Company's progress in implementing the corporate governance requirements as set out in the Code.

REMUNERATION COMMITTEE

The Remuneration Committee as at the date of this report, comprises of all three independent non-executive Directors and is chaired by Mr. CHEN Xiaoming, is mainly responsible for reviewing and determining the compensation and benefits of the Directors and senior management. The Remuneration Committee has specific written terms of reference which are of no less exacting terms than those stipulated in code provision. The works done by the Remuneration Committee during the Year included reviewing, and making recommendations to the Board on, the remuneration package of one of the executive Directors and the director's fee of a newly appointed independent non-executive Director during the Year.

NOMINATION COMMITTEE

The Nomination Committee as at the date of this report, comprises of three independent non-executive Directors and is chaired by Mr. CHEN Xiaoming, is primarily responsible for reviewing and making recommendation to the Board on matters relating to the Board structure and appointment and re-appointment of Directors. The Nomination Committee has specific written terms of reference which are of no less exacting terms than those stipulated in code provision. During the Year, the works done by the Nomination Committee included making recommendation to the board on the appointment of a newly appointed independent non-executive Director during the Year.

DIRECTORS RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of consolidated financial statements for each financial period with a view to ensuring such consolidated financial statements give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Company's consolidated financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable.

審核委員會以書面訂明職權範圍，其條款與守則條文所訂明者同樣嚴謹。於二零一四年，審核委員會舉行兩次會議。會上，委員會已分別審閱截至二零一三年十二月三十一日止年度末期業績及截至二零一四年六月三十日止六個月中期業績。審核委員會亦檢討公司根據守則所載之規定實行企業管治措施之進度。

薪酬委員會

於本報告日期，薪酬委員會由全部共三名獨立非執行董事組成，並由陳小明先生擔任主席。該薪酬委員會主要負責檢討並決定董事及高級管理層之薪酬福利。薪酬委員會以書面訂明職權範圍，其條款與守則條文所訂明者同樣嚴謹。薪酬委員會於本年度所作出的工作包括審閱一名執行董事的薪酬組合以及於本年度新委任的獨立非執行董事的董事袍金並向董事會就前述事項提供推薦意見。

提名委員會

於本報告日期，提名委員會由三名獨立非執行董事組成，並由陳小明先生擔任主席。該提名委員會主要負責檢討董事會架構以及董事之委任及重新委任之事宜並就此向董事會提供建議。提名委員會以書面訂明職權範圍，其條款與守則條文所訂明者同樣嚴謹。於本年度，提名委員會所作工作包括就於本年度新委任獨立非執行董事向董事會提供推薦意見。

董事就綜合財務報表所承擔之責任

董事負責監督每個財政期間綜合財務報表的編製，以確保該等綜合財務報表能夠真實和公平地反映該期間集團財政狀況、業績與現金流量。公司綜合財務報表的編製均符合所有有關之法規及合適之會計準則。董事有責任確保選擇和連貫地應用合適之會計政策以及作出審慎和合理之判斷及估計。

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INTERNAL CONTROL

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The Group's system of internal control includes a defined management structure with limits of authority, safeguard its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The system is designed to provide reasonable assurance against material misstatement or loss, and to oversee the Group's operational systems for the achievement of the Group's business objectives. The Board has conducted a review of the effectiveness of the internal control system of the Company and its subsidiaries during the Year.

AUDITORS REMUNERATION

The remuneration to the external auditors in relation to their audit services provided to the Group for the Year amounted to approximately HK\$726,000 (2013: HK\$660,000). There was no non-audit service incurred for the Year (2013: HK\$ Nil). The responsibilities of the auditors with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 35 to 36.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry to all Directors regarding any non-compliance with the Model Code during the Year and they all confirmed that they have fully complied with the required standard set out in the Model Code.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONSHIP

The Company attaches great priority to establishing effective communications with its shareholders and investors. In an effort to enhance such communications, the Company provides information relating to the Company and its business in its interim and annual reports, notices, announcements and circulars and the Company's website. The Company regards its annual general meetings as an opportunity for direct communications between the Board and its shareholders. All Directors, senior management and external auditors

內部監控

董事會全權負責維持集團健全和有效之內部監控系統，包括界定管理架構及其相關之權限、保管資產以防未經授權之使用或處理、確定適當之會計紀錄得以保存並可提供可靠之財務資料供內部使用或對外發放，並確保符合相關法例與規則。上述監控系統旨在合理地保證並無重大失實陳述或損失，並監管集團之營運系統以達成集團之業務目標。於本年度，董事會已就本公司及其附屬公司的內部控制系統的有效性進行檢討。

核數師酬金

於本年度，集團就外聘核數師提供核數服務而支付之酬金約為726,000港元（二零一三年：660,000港元）。於本年度並無產生非核數服務（二零一三年：零港元）。核數師有關財務申報之責任載於第35頁至第36頁「獨立核數師報告書」一節。

進行證券交易的標準守則

公司已採納上市規則附錄十所載的標準守則。公司已就有否於年內違反標準守則而向全體董事作出特定查詢，彼等均確認彼等一直遵守標準守則所訂之標準。

與股東之溝通以及投資者關係

本公司相當重視與股東及投資者建立有效溝通。為達到有效溝通，本公司在中期報告、年報、通告、公佈及通函以及本公司網站內提供有關本公司及其業務之資料。本公司視股東週年大會為重要事項，因其提供董事會與股東直接溝通之機會。全體董事、高級管理層及外聘核數師均盡力出席股東週年大會，以回應股東提問。本公司亦回應股東與投資者索取資料之

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make an effort to attend the annual general meetings to address shareholders' queries. The Company also responds to requests for information and queries from the shareholders and investors and welcomes the views of shareholders on matters affecting the Group and encourages them to attend shareholders' meetings to communicate any concerns they might have with the Board or management directly.

During the Year, there had been no significant change in the Company's constitutional documents.

CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The record of directors' training during the Year is set out below:

要求和提問，歡迎股東對影響本集團之事宜提意見，亦鼓勵股東出席股東大會，讓股東直接向董事會或管理層表達所關注之事宜。

於本年度，本公司的章程文件並無發生任何重大變動。

持續專業發展

本公司鼓勵全體董事參與持續專業發展，以發掘及更新彼等之知識及技能。本年度內之董事培訓記錄載列如下：

Attending seminar(s) or programme(s)/reading relevant materials in relation to the business, the Listing Rules or directors' duties (Yes/No)
參加研討會或計劃／閱讀有關業務、上市規則或董事職責之相關材料(有／無)

JING Bin	景濱	Yes 有
LEE Chi Kong (resigned on 16 July 2014)	李志剛(於二零一四年七月十六日辭任)	Yes 有
YANG Jilin (appointed on 15 September 2014)	楊季霖(於二零一四年九月十五日獲委任)	Yes 有
WU Tao (resigned on 15 September 2014)	武濤(於二零一四年九月十五日辭任)	Yes 有
CHEN Xiaoming	陳小明	Yes 有
LI Qunsheng (appointed on 21 February 2014)	李群盛(於二零一四年二月二十一日獲委任)	Yes 有
LI Bailing (resigned on 21 February 2014)	李百靈(於二零一四年二月二十一日辭任)	Yes 有
YUAN Jun (appointed on 16 July 2014)	袁軍(於二零一四年七月十六日獲委任)	Yes 有
CHEUNG Wai Tak (resigned on 16 July 2014)	張偉德(於二零一四年七月十六日辭任)	Yes 有

COMPANY SECRETARY

The company secretary of the Company is Mr. Chan King Chung. He has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements.

公司秘書

本公司之公司秘書為陳敬忠先生。彼已就專業培訓規定遵守上市規則第3.29條。

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REMUNERATION PAID TO MEMBERS OF SENIOR MANAGEMENT

Details of salaries and other benefits paid to member of senior management (exclude Directors) fell within the following band:

Band	Number of individuals
HKDNiI - HKD1,000,000	4

Details of equity-settled share based payments paid to member of senior management (exclude Directors) fell within the following band:

Band	Number of individuals
HKD 20,000,000 – HKD30,000,000	3

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders may at any time send their enquiries and concerns to the Board in writing through mails whose contact details are as follows:—

Rm 3103, Office Tower,
Convention Plaza,
No. 1, Harbour Road,
Wan Chai, Hong Kong

支付予高級管理層成員之薪酬

支付予高級管理層成員(董事除外)之薪金及其他福利詳情處於以下範圍：

2014
Number of individuals
二零一四年
人數

支付予高級管理層成員(董事除外)之以權益結算以股份為基礎之付款詳情處於以下範圍：

2014
Number of individuals
二零一四年
人數

將股東查詢送達董事會之程序

股東可隨時以書面形式將其查詢或關注問題通過郵件寄發予董事會，其聯絡詳情如下：—

香港灣仔
港灣道1號
會展廣場
辦公大樓3103室

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PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS BY SHAREHOLDERS

According to Article 64 of the Articles, the Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

According to Article 113 of the Articles, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or registration office of the Company at least seven clear days before the date of the general meeting.

股東於股東大會上提呈建議之程序

根據章程細則第64條，董事會可在其認為適當的任何時候召開股東特別大會。股東特別大會亦須於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東要求時召開。該項要求須以書面形式向董事會或秘書提呈，以供董事會就該項要求所指定的任何業務交易要求召開股東特別大會。該大會須於該項要求遞呈後兩個月內舉行。倘於有關遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的所有合理開支。

根據章程細則第113條，除退任董事外，概無人士合乎資格於任何股東大會上膺選董事職位（獲董事會推薦競選者則除外），除非表明有意提名該人士參選董事的書面通知及該人士表明有意競選的書面通知，於股東大會日期前至少七個整日遞交至本公司的總辦事處或登記處。