

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CODE ON CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are of the opinion that during 2018, the Group has properly operated in accordance with the “Corporate Governance Code and Corporate Governance Report” (the “CG Code”) which sets out (a) the code provisions (which are expected to comply with); and (b) the recommended best practices (which are for guidance only) in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange. The Group has complied with the code provisions and one of the recommended best practices of the CG Code for the period from 1 January 2018 to 31 December 2018 except for one deviation of code provisions as stated in the section headed “Compliance with CG Code” below.

The Board is committed to the principles of transparency, accountability and independence highlighted by the CG Code to better enhance the value of the Shareholders and proper management of corporate assets in the following ways:

1. ensuring the decision-making process, risk management process, internal audit and controls, disclosure of information and the communication with stakeholders are carried out in accordance with good management practices and compliance with the respective regulatory standards;
2. cultivating a culture of integrity, transparency and accountability for the Company, its staff and the Directors and emphasising the importance of their roles in such an environment; and
3. adopting quality standards widely recognised to foster quality management in every aspect of daily operations to enhance the performance and value of the Company as a whole.

### 企業管治常規守則

董事會及本公司管理層認為，於二零一八年期間，本公司已根據聯交所證券上市規則（「上市規則」）附錄十四所載之「企業管治守則及企業管治報告」（「企管守則」）妥為經營，當中載有（a）守則條文（應予遵守）；及（b）建議最佳常規（僅屬指引）。本集團已於二零一八年一月一日至二零一八年十二月三十一日期間遵守企管守則之守則條文及一項建議最佳常規，惟下文「遵守企管守則」一節所述一項偏離守則條文之情況除外。

董事會致力奉行企管守則提倡之透明度、負責任及獨立性原則，以按下列方式進一步提升股東價值及公司資產之妥善管理：

1. 確保根據良好管理常規及遵守相關監管準則進行決策程序、風險管理程序、內部審核及監控、資料披露及與持份者溝通；
2. 建立本公司、員工及董事誠信、具透明度及負責任之文化，並強調彼等之角色在有關環境內之重要性；及
3. 採納廣受認可之質素標準，以強化日常運作上各個範疇之質素管理，從而提高本公司整體表現及價值。

## Corporate Strategy

The primary objective of the Company is to enhance long-term business return for Shareholders. To achieve this objective, the Group's strategy is to place high emphasis on achieving long-term financial performance and maintaining the Group's strong financial profit. The Chairman's Statement and the Management Discussion and Analysis contain discussions and analyses of the Group's performance and the basis on which the Group generates or preserves value over the longer term, and the basis on which the Group will execute its strategy for achieving the Group's objectives.

## COMPLIANCE WITH CG CODE

The Directors confirm that, for the Year, the Company acted in compliance with the code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules save for the deviation mentioned below:

During the Year, Mr. Liu Tingan has been acting as an executive Director, the chairman of the Board as well as the chief executive officer of the Company. This arrangement deviates from the provision of A.2.1 of the CG Code, which provides that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

The Directors are of the opinion that the current arrangement will enable stronger leadership for managing the Company and will carry out effective and efficient management and solid business and strategic planning. The Directors believe that the current arrangement does not have a material adverse impact on the corporate governance of the Company.

The Board will carry out a regular review and propose any amendments, if necessary, to ensure compliance with the CG Code provisions as set out in the Listing Rules.

## 企業策略

本公司主要目標乃提高股東之長期業務回報。為達成上述目標，本集團以高度重視實現長期財務表現並維持本集團強健財務狀況作為策略。主席報告及管理層討論及分析載有對本集團表現、本集團長期產生或保留價值的方式，以及本集團執行其策略及政策以達致本集團目標之方式之討論及分析。

## 遵守企管守則

董事確認，於本年度，本公司已遵守上市規則附錄十四所載之企管守則之守則條文，惟下文所述之偏離除外：

於本年度，劉廷安先生一直擔任本公司執行董事、董事會主席兼本公司行政總裁之職位。此安排偏離企管守則條文A.2.1，該條文規定主席與行政總裁之角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責之分工應清楚界定並以書面列載。

董事認為，現行安排將為本公司的管理提供更有力的領導，以及作出有效兼具效益的管理和穩健的業務及策略規劃。董事相信，現有安排對本公司之企業管治並無構成重大不利影響。

董事會將進行定期檢視，並在必要時提出任何修訂建議，以確保遵守上市規則所載之企管守則條文。

The Company has in practice complied with the new requirements under the amendments to C.3.3 of the CG Code relating to risk management and internal control during the year 2018. The Board has complied with the existing terms of reference for the audit committee of the Board (the “**Audit Committee**”) so as to fulfill the requirements under C.3.3 of the CG Code.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS (THE “MODEL CODE”)

The Company has adopted its own code of conduct (the “**Own Dealing Code**”) regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code in Appendix 10 to the Listing Rules.

The Company, having made specific enquiries, confirms that members of the Board complied with the Own Dealing Code throughout the Year. Members of the Company’s management, who, due to their positions in the Company, are likely to be in possession of inside information, also complied with the provisions of the Own Dealing Code.

The Own Dealing Code has been uploaded to the Company’s website.

### CHANGES IN THE COMPOSITION OF THE BOARD

Dr. Ngai Wai Fung (“**Dr. Ngai**”) resigned as independent non-executive Director (the “**INED**”), chairman of the remuneration committee of the Board (the “**Remuneration Committee**”), and member of nomination committee of the Board (the “**Nomination Committee**”) and the Audit Committee respectively on 18 April 2018, as a result of which the Company had not complied with the requirements under Rules 3.10(1), 3.21 and 3.25 of the Listing Rules during the period from 18 April 2018 to 16 July 2018.

本公司實際上於二零一八年內已遵守企管守則C.3.3之修訂本項下有關風險管理及內部監控之新規定。董事會已依循董事會審核委員會（「**審核委員會**」）之現有職權範圍，以符合企管守則第C.3.3條之規定。

### 上市發行人董事進行證券交易的標準守則（「標準守則」）

本公司已採納條款與上市規則附錄十標準守則所載規定標準同樣嚴格之有關董事進行證券交易之本公司操守守則（「**本公司交易守則**」）。

本公司經作出具體查詢後確認，董事會成員於本年度一直遵守本公司交易守則。本公司管理人員（因於本公司擔任之職務而可能擁有內幕消息）已遵守本公司交易守則之條文。

本公司交易守則已上載於本公司網站。

### 董事會組成變動

魏偉峰博士（「**魏博士**」）於二零一八年四月十八日分別辭任獨立非執行董事（「**獨立非執行董事**」）、董事會薪酬委員會（「**薪酬委員會**」）主席、董事會提名委員會（「**提名委員會**」）及審核委員會成員，故由二零一八年四月十八日至二零一八年七月十六日，本公司並無遵從上市規則第3.10(1)、3.21、及3.25條下的規定。

Mr. Mak Kwok Kei was appointed as INED, chairman of Nomination Committee, member of Audit Committee and Remuneration Committee respectively on 17 July 2018, i.e. within three months from the date of resignation of Dr. Ngai pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. Mr. Ng Man Kung, INED, was redesignated from the chairman of Nomination Committee to the chairman of Remuneration Committee with effect from 17 July 2018, and remains to act as member of both Nomination Committee and Audit Committee.

In view of the above, the Company has identified a suitable candidate for appointment as an INED, Remuneration Committee member and chairman, Audit Committee member and Nomination Committee member within three months from the date of resignation of Dr. Ngai pursuant to the Rule 3.11, Rule 3.23 and Rule 3.27 of the Listing Rules. After such appointment, the Company has complied with rule 3.10(1) (for having three INEDs in the Board), rule 3.21 (for having three members in the Audit Committee) and rule 3.25 (for having an INED as the chairman of the Remuneration Committee) pursuant to the Listing Rules.

## THE BOARD OF DIRECTORS

As at 31 December 2018, the Board consisted of six Directors, with a variety and a balance of skills and experience in accounting, banking, manufacturing, marketing, finance and investment professions. Their biographical particulars are set out on pages 98 to 112 of this annual report. List of Directors and Their Role and Function, which sets out the members and composition of the Board, has been uploaded on the Stock Exchange's website and the Company's website.

麥國基先生於二零一八年七月十七日(即根據上市規則第3.11條、第3.23條及第3.27條魏博士辭任日期的三個月內)分別獲委任為獨立非執行董事、提名委員會主席、審核委員會及薪酬委員會成員。獨立非執行董事吳文拱先生由提名委員會主席調任至薪酬委員會主席，二零一八年七月十七日起生效，並仍為提名委員會及審核委員會的成員。

考慮到上文所述，根據上市規則第3.11條、第3.23條及第3.27條，本公司已於魏博士辭任日期起三個月內識別獨立非執行董事、薪酬委員會成員及主席、審核委員會成員及提名委員會成員各職位的合適委任人選。在上述委任後，本公司根據上市規則已符合第3.10(1)條(董事會有三名獨立非執行董事)、第3.21條(審核委員會有三名成員)及第3.25條(一名獨立非執行董事擔任薪酬委員會主席)。

## 董事會

於二零一八年十二月三十一日，董事會由六名董事組成，彼等具備會計、銀行、製造、市場推廣、財務及投資專業之不同技術及經驗。彼等之簡歷載於本年報第98至112頁。載列董事會成員及組成之董事名單及其角色及職能已上載到聯交所網站及本公司網站。

Members of the Board and their respective attendance to Board meetings and general meetings held during the Year are as follows:

董事會成員及彼等於年內舉行之董事會會議及股東大會之出席率如下：

Names of Directors	董事姓名	Number of attendance at Board meetings 董事會會議之出席率	Number of attendance at general meetings 股東大會之出席率
<b>Executive Directors</b>			
<b>執行董事</b>			
Mr. Liu Tingan ( <i>the Chairman and Chief Executive Officer</i> )	劉廷安先生(主席兼行政總裁)	9/12	0/1
Mr. Cheok Ho Fung ( <i>Deputy Chairman</i> )	卓可風先生(副主席)	8/12	1/1
<b>Non-executive Director</b>			
<b>非執行董事</b>			
Mr. Mao Yumin	毛裕民先生	12/12	0/1
<b>INEDs</b>			
<b>獨立非執行董事</b>			
Mr. Ng Man Kung	吳文拱先生	12/12	1/1
Dr. Ngai Wai Fung ( <i>resigned on 18 April 2018</i> )	魏偉峰博士(於二零一八年四月十八日辭任)	2/2	—
Mr. Lau Fai Lawrence	劉斐先生	12/12	1/1
Mr. Mak Kwok Kei ( <i>appointed on 17 July 2018</i> )	麥國基先生(於二零一八年七月十七日獲委任)	4/4	—

The number of Board meetings held during the Year was 12.

年內曾舉行12次董事會會議。

The number of general meetings held during the Year was 1.

年內曾舉行1次股東大會。

During the Year (except during the period from 18 April 2018 to 16 July 2018), the Company had reached the minimum requirement of three INEDs forming more than one-third of the Board, all of whom have accounting and related financial management expertise. They dedicated to provide the Company with professional advice with respect to the steady operation and development of the Company. They also exercised supervision and coordination to safeguard the interests of the Company and its shareholders.

於年內(除於二零一八年四月十八日至二零一八年七月十六日止期間外)，本公司已符合須具有三名獨立非執行董事之最低要求，佔董事會超過三分之一，全部具備會計及相關財務管理專業知識。彼等致力就本公司之穩定經營及發展向本公司提供專業意見。彼等亦進行監督及協調，以保障本公司及其股東之利益。

Each INED during the Year had provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. Based on such annual confirmation received from each of the INEDs, the Company considers that all INEDs are still considered to be independent during their tenure of office in the Company for the purpose of Rule 3.13 of the Listing Rules.

All existing non-executive Directors and INEDs have signed letters of appointment with the Company for a term of not more than three years, and will be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company and the requirements of the Listing Rules.

The remuneration of non-executive Directors is reviewed by the Remuneration Committee and is fixed from time to time by the Board subject to the authority granted pursuant to the Company's Bye-laws by the Shareholders at the Company's general meetings.

As at the date of this annual report, the members of the Board are Mr. Liu Tingan (executive Director, Chairman of the Board and Chief Executive Officer), Mr. Cheok Ho Fung (executive Director and Deputy Chairman), Mr. Mao Yumin (non-executive Director), Mr. Ng Man Kung (INED), Mr. Lau Fai Lawrence (INED) and Mr. Mak Kwok Kei (INED).

## THE OPERATION OF THE BOARD

One of the main responsibilities of the Board is to supervise and direct the management of the Company (the "**Management**") to operate under good corporate governance in order to maximise value of the Shareholders while balancing the interest of its various stakeholders. The Board holds meetings quarterly so as to monitor the performance and discuss the business development of the Company against the budget, to discuss and decide on major corporate, strategic and operational issues, and to evaluate any available investment opportunities.

於年內，各獨立非執行董事已根據上市規則第3.13條就其獨立性向本公司提交年度確認書。基於自各名獨立非執行董事收取之有關年度確認書，本公司認為，就上市規則第3.13條而言，全體獨立非執行董事於在本公司任職期間均被視為仍屬獨立人士。

全體現任非執行董事及獨立非執行董事已與本公司簽訂委任書，任期均不多於三年，並須根據本公司之組織細則及上市規則之規定，於本公司之股東週年大會上輪流告退及重選連任。

非執行董事之薪酬由薪酬委員會檢討，並由董事會在股東根據本公司組織細則於本公司股東大會上授出之授權之規限下不時釐定。

於本年度報告日，董事會成員為劉廷安先生（執行董事、董事會主席兼行政總裁）、卓可風先生（執行董事兼副主席）、毛裕民先生（非執行董事）、吳文拱先生（獨立非執行董事）、劉斐先生（獨立非執行董事）及麥國基先生（獨立非執行董事）。

## 董事會之運作

董事會之其中一項主要職務為監督及指令本公司之管理層（「**管理層**」）根據良好企業管治方式經營業務，藉此盡量提升股東價值及權衡其不同持份者之利益。董事會大約每季舉行一次會議，以監察本公司在預算下之表現及討論其業務發展，並討論及決定重大企業、策略及營運事項，以及評核任何可得之投資良機。

The major duties performed by the Board are as follows:

董事會履行之主要職責如下：

1. setting the Company's values and standards;
  2. setting the objectives of the Company and responsibilities of the Board and its various committees;
  3. establishing the strategic direction for the Company;
  4. setting targets for the management of the Group;
  5. monitoring the performance of the management of the Group;
  6. reviewing the annual and interim results of the Group;
  7. ensuring that a framework of prudent and effective internal control is in place to assess and manage the risk of the Group and implementing appropriate systems to manage these risks;
  8. overseeing the Company's relationships with its Shareholders, customers, the community, various government authorities, interest groups and others;
  9. identifying and assessing any matters of a substantial Shareholder or a Director resulting in conflict of interest;
  10. determining material acquisitions and disposals of assets, investments, capital, projects, authority levels, major treasury policies, risk management policies and key human resources issues; and
  11. considering and determining issues which are the responsibilities of the Board pursuant to the Company's Memorandum of Association and Bye-laws and the relevant laws and regulations in force by which the Company is governed from time to time.
1. 訂定本公司之價值觀與標準；
  2. 制定本公司之目標及董事會及旗下多個委員會之職責；
  3. 確立本公司之策略性方向；
  4. 為本集團管理層制定目標；
  5. 監察本集團管理層之表現；
  6. 監督本集團之年度及中期業績；
  7. 確保推行審慎及有效之內部監控架構，以評估及管理本集團之風險，以及施行合適系統以管理該等風險；
  8. 監察本公司管理層與其股東、客戶、社區、多個政府主管部門、權益組織及其他對於本集團負責任地經營業務享有合法權益之人士之間的關係；
  9. 識別及評估任何涉及主要股東或董事之利益衝突之事宜；
  10. 決定重大收購及資產出售、投資、資本、項目、權力水平、重大庫務政策、風險管理政策及主要人力資源事宜；及
  11. 考慮及決定根據本公司章程大綱及組織細則以及不時規管本公司之有效相關法例及法規屬董事會責任之事宜。

The Board is also responsible for the following corporate governance duties:

1. to develop and review the Company's policies and practices on corporate governance and make recommendations on any amendment or updating (if any);
2. to review and monitor the training and continuous professional development of Directors and the Company's senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Company's employees and Directors;
5. to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report (the "CG Report") under the CG Code; and
6. to be responsible for performing any other corporate governance duties and functions set out in the CG Code and the Listing Rules (as amended from time to time), or delegating the responsibility to a committee or committees (if applicable).

During the Year, the Company had reviewed its corporate governance policy by the Board in achieving high standards of corporate governance duties. The Board will further develop and review this policy regularly and at least annually so as to make recommendations on any amendment or updating (if any).

During the Year, the Board had delegated its authority to the Nomination Committee to review its board diversity policy for the Company and the terms of reference of the Nomination Committee. The Board (via the reporting from the Nomination Committee) had reviewed and considered the measurable objectives set for implementing the Company's board diversity policy during the Year and would, together with the Nomination Committee, regularly review the progress on achieving those objectives.

董事會亦負責以下企業管治職責：

1. 制訂及檢討本公司之企業管治政策及常規，就任何修訂或更新(如有)提出建議；
2. 檢討及監察董事及本公司高級管理人員之培訓及持續專業發展；
3. 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
4. 制定、檢討及監察適用於本公司僱員及董事之行為守則及合規手冊(如有)；
5. 檢討本公司遵守企管守則之情況及根據企管守則於企業管治報告(「**企業管治報告**」)內之披露；及
6. 負責履行企管守則及上市規則(經不時修訂)所載之任何其他企業管治職責及職能，或將責任指派予一個委員會或多個委員會(倘適用)。

於回顧年度，本公司已審閱董事會釐定之企業管治政策，致力達到高水平之企業管治職責。董事會將繼續定期及至少每年制訂及檢討此政策，以就任何修訂或更新(如有)提出建議。

於本年度，董事會已授權提名委員會檢討董事會成員多元化政策及提名委員會之職權範圍。董事會已(透過提名委員會之匯報)審閱及考慮本公司為於年內就實行董事會多元化政策而制定之可計量目標，並將連同提名委員會定期檢討達致該等目標之進度。



The Board delegates to the Management in respect of the major corporate matters as stated below:

1. preparation of the annual and interim results of the Group to be approved by the Board;
2. execution of the corporate strategies and directions of the Group adopted by the Board;
3. implementation of sufficient systems of internal controls and risk management procedures of the Group; and
4. carrying out daily business operations and decision-makings of the Group, etc.

## BOARD COMMITTEES

As an integral part of good corporate governance, the Board has established various committees to oversee particular aspects of the Company's affairs. These committees are governed by their respective terms of reference, which describe the authorities and duties of these committees and will be regularly reviewed and updated by the Board. These committees include the Audit Committee, the Remuneration Committee, the Nomination Committee, and the executive committee (the "Executive Committee") of the Board whose terms of reference had been set out in writing respectively.

## ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern, so that the Board has prepared the accounts on a going concern basis.

The reporting responsibilities of the Company's auditor, BDO Limited, are set out in the Independent Auditor's Report on pages 118 to 125 of the annual report.

董事會指派管理層處理下述主要公司事宜：

1. 編製將由董事會批准之本集團年度及中期業績；
2. 執行經董事會採納之本集團企業策略及指示；
3. 實施足夠之本集團內部監控系統及風險管理程序；及
4. 執行日常業務運作，以及就本集團之日常業務作出決策等。

## 董事委員會

作為良好企業管治之一部份，董事會已成立多個委員會，以監察本公司事務之特定範疇。該等委員會受其各自之職權範圍所監管，而有關職權範圍列明該等委員會之權力及職責，並將由董事會定期檢討及更新。委員會包括董事會轄下之審核委員會、薪酬委員會、提名委員會及執行委員會（「執行委員會」），並已載列其各自之書面職權範圍。

## 問責性及審核

董事確認有責任編製真實及公平地反映本集團業務狀況之財務報表。董事會並不知悉有任何重大不明朗事件或情況可能會嚴重影響本集團持續經營之能力，因此董事會已按持續經營基準編製賬目。

本公司核數師香港立信德豪會計師事務所有限公司的申報責任載於年報第118至125頁的獨立核數師報告。

## AUDIT COMMITTEE

The Audit Committee is composed of three INEDs throughout the Year (except during the period from 18 April 2018 to 16 July 2018, for details, please refer to the paragraphs under the subject headed “CHANGES IN THE COMPOSITION OF THE BOARD” as set out on pages 11 and 12 of this annual report).

The chairman of the Audit Committee is an INED who has the appropriate professional qualifications and experience in accounting or related financial management expertise as required by the Listing Rules. The Audit Committee discharges its responsibilities as follows and in accordance with its existing terms of reference being adopted by the Board:

1. reviewing and monitoring the integrity of the interim and annual results and financial statements of the Company and of the Group and reviewing significant financial reporting judgements;
2. reviewing and monitoring the reporting, accounting and financial policies and practices of the Group;
3. reviewing and primarily responsible for making recommendation to the Board on the appointment, re-appointment, retirement, resignation or removal of the Company's external auditor and reviewing their remuneration and terms of engagement, discussing their audit plan and scope of audit, and monitoring the external auditor's independence, objectivity and effectiveness of the audit process up to applicable standard, and also reporting the issues raised by the external auditor, including but not limited to those stated in their management letter addressed to the Board, implementing policy on engaging external auditor to supply non-audit services;

## 審核委員會

於整個年度內(除於二零一八年四月十八日至二零一八年七月十六日止期間外,更多詳情請參閱本年度報告第11及12頁「董事會組成變動」之段落所載),審核委員會由三名獨立非執行董事組成。

審核委員會主席為一名獨立非執行董事,彼在會計或相關財務管理專業方面具備上市規則所規定之合適專業資格及經驗。審核委員會根據董事會採納之現有職權範圍履行之職責如下:

1. 檢討及監察本公司及本集團中期及年度業績及財務報表之完整性,並檢討重大財務報告判斷;
2. 檢討及監察本公司之匯報、會計與財務政策及常規;
3. 檢討及主要負責就本公司外聘核數師之委聘、續聘、退任、辭任或罷免向董事會提出建議,以及檢討其酬金及聘用條款,討論其審核計劃與審核範圍,監察外聘核數師之獨立性、客觀性及審核過程成效是否符合適用標準,以及報告外聘核數師提出之事宜(包括但不限於其致董事會之管理層函件所述之事宜)、實行政策委聘外聘核數師提供非審核服務;

- |   |  |
|---|--|
| <p>4. acting as the key representative body for overseeing the Company's relations with the external auditor;</p>   | <p>4. 擔任本公司與外聘核數師之間之主要代表，負責監察二者之間之關係；</p>  |
| <p>5. reviewing the fairness and reasonableness of connected transaction(s) or continuing connected transaction(s) of the Company, if any;</p>  | <p>5. 檢討本公司之關連交易或持續關連交易(如有)之公平性及合理性；</p>   |
| <p>6. ensuring full access by the respective responsible teams of the Group under corporate governance function of any concerns that may have arisen during the course of their corporate governance works;</p>   | <p>6. 確保本集團專責企業管治職能之有關團隊能夠全面接觸委員會，以處理可能於企業管治運作過程中產生之任何關注事宜；</p>  |
| <p>7. conducting annual review of the effectiveness of the Group's internal control and risk management systems as delegated by the Board and considering any findings of major investigation of its internal control and risk management matters; and ensuring the Group's management has discharged its duty to have an effective internal control and risk management system including the adequacy of resources, qualifications and experience of staff from the Group; and</p> | <p>7. 按董事會授權對本集團之內部監控及風險管理系統之有效性進行年度檢討，並考慮其主要內部監控及風險管理事宜調查之任何結果；及確保本集團管理層已履行其責任，以達致有效之內部監控及風險管理系統，包括本集團之資源、員工之資歷及經驗都足夠；及</p> |
| <p>8. reviewing arrangements which can be used by employees of the Company, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and the whistleblowing policy and system for employees which has been adopted by the Board on 27 March 2012.</p>   | <p>8. 檢討本公司僱員可暗中就財務匯報、內部監控或其他方面，及僱員之舉報政策及系統(董事會已於二零一二年三月二十七日採納)可能發生之不正當行為提出關注之安排。</p>  |

During the Year, three Audit Committee meetings were held (whereas all of which had been held with the attendance of the Company's external auditor) to review the financial results and reports for the year ended 31 December 2017 and for the six months ended 30 June 2018, risk management and internal control processes, related party transactions, continuing connected transactions and discloseable transactions (if any), roles and responsibilities as well as works performed by the teams under corporate governance function, and the re-election of the Company's external auditor.

The Audit Committee has reviewed the consolidated annual results and financial statements of the Group for the Year, including the significant accounting principles and practices adopted by the Group.

This annual report has been reviewed by the Audit Committee.

The attendance record of each member of the Audit Committee at its meeting during the Year is set out below:

於本年度，審核委員會曾舉行三次會議（其中所有於本公司外聘核數師出席之情況下舉行），以審閱截至二零一七年十二月三十一日止年度及截至二零一八年六月三十日止六個月之財務業績及報告、風險管理及內部監控程序、關連人士交易、持續關連交易及須予披露交易（如有）、專責企業管治職能團隊之角色及責任及所進行之工作，以及重選外聘核數師。

審核委員會已審閱本集團本年度之綜合年度業績及財務報表，包括本集團採納之重大會計原則及慣例。

本年報已獲審核委員會審閱。

於本年度，各審核委員會成員於其會議之出席紀錄載列如下：

<b>Members of Audit Committee</b>	<b>審核委員會成員</b>	<b>Attendance 出席率</b>
Mr. Lau Fai Lawrence ( <i>Chairman</i> )	劉斐先生(主席)	3/3
Mr. Ng Man Kung ( <i>Member</i> )	吳文拱先生(成員)	3/3
Dr. Ngai Wai Fung ( <i>Member</i> ) ( <i>resigned on 18 April 2018</i> )	魏偉峰博士(成員) (於二零一八年四月十八日辭任)	2/2
Mr. Mak Kwok Kei ( <i>Member</i> ) ( <i>appointed on 17 July 2018</i> )	麥國基先生(成員) (於二零一八年七月十七日獲委任)	1/1

**Auditor's Remuneration**

The Audit Committee is responsible for considering the appointment and re-election of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect to the Company. During the Year, the remunerations paid/payable to the external auditor, BDO Limited, were as follows:

**核數師酬金**

審核委員會負責考慮委任及重選外聘核數師及檢討任何由外聘核數師進行之非核數職能，包括該等可能導致對本公司構成任何潛在重大不利影響之非核數職能。於本年度內，本集團須向外聘核數師香港立信德豪會計師事務所有限公司支付以下費用：

Type of services provided by the external auditor	外聘核數師提供之服務類別	Fee paid/payable 已付／應付費用 (HK\$'000) (千港元)
<i>Audit services:</i>		
Audit of the financial statements for the year ended 31 December 2018	核數服務： 審核截至二零一八年十二月三十一日止年度之年度財務報表	2,285
<i>Non-audit services:</i>		
Review of continuing connected transaction(s)	非核數服務： 審閱持續關連交易	10
Agreed-upon procedures on preliminary announcement of results	初步業績公佈之協定程序	30
Review of interim financial statements for the six months ended 30 June 2018	審核截至二零一八年六月三十日止六個月之中期財務報表	400
Report on environmental, social and governance	就環境、社會及管治發表報告	110
Subtotal:	小計：	2,835
Internal audit service:	內部稽核服務	
Subcontracting internal audit function to a consultancy firm for the year ended 31 December 2018	截至二零一八年十二月三十一日止年度 外包內部稽核職能予顧問公司	140
Tax services	稅務服務	103
		3,078

## REMUNERATION COMMITTEE

Throughout the Year (except during the period from 18 April 2018 to 16 July 2018, for details, please refer to the paragraphs under the subject headed "CHANGES IN THE COMPOSITION OF THE BOARD" as set out on pages 11 and 12 of this annual report), three members of the Remuneration Committee were INEDs.

The Remuneration Committee performs the following roles and functions in accordance with its terms of reference and its written remuneration policy adopted by the Board:

1. ensuring formal and transparent procedures for overseeing, developing and determining policies on the remuneration packages of Directors and the Company's senior management;
2. assessing the achievement and performance and reviewing the performance-based remuneration of executive Directors and the Company's senior management by reference to the Company's corporate goals;
3. approving the terms of executive Directors' service agreements or letters of appointment (as appropriate);
4. providing effective supervision and administration of the Company's share award or option schemes and other share incentive schemes (if available);
5. determining with delegated responsibility on the remuneration packages of individual executive directors and the Company's senior management or recommending to the Board on executive Directors' and the Company's senior management's remuneration packages, and reviewing the remuneration of Non-executive Directors; and
6. ensuring that no Director or any of his associates is involved in deciding his own remuneration.

During the Year, the Company has reviewed and made recommendations to the Board on the remuneration packages of Directors and the Company's senior management.

## 薪酬委員會

於整個年度內(除於二零一八年四月十八日至二零一八年七月十六日止期間外,更多詳情請參閱本年度報告第11及12頁「董事會組成變動」之段落所載),薪酬委員會三名成員均為獨立非執行董事。

薪酬委員會根據董事會所採納之職權範圍及其書面薪酬政策履行以下職務及職能:

1. 確保設有正規而具透明度之程序,以監察、制定及釐定有關董事及本公司高級管理人員薪酬待遇之政策;
2. 因應本公司之企業目標而評核執行董事及本公司高級管理人員之成就及表現,以及檢討彼等按表現釐定之薪酬;
3. 批准執行董事之服務協議或委任書(按適用)之條款;
4. 有效監督及管理本公司之股份獎勵及購股權計劃及其他股份獎勵計劃(如有);
5. 獲授權釐定個別執行董事及本公司高級管理人員之薪酬待遇,或就執行董事及本公司高級管理人員之薪酬待遇向董事會提出建議,並檢討非執行董事之薪酬待遇;及
6. 確保概無董事或任何其聯繫人介入釐定其本身之薪酬。

於年內,本公司已就董事及本公司高級管理人員之薪酬待遇作出檢討並向董事會提出建議。

During the Year, two Remuneration Committee meetings were held to discuss and review the remuneration packages and bonus (if any) of executive Directors and other Directors and the terms of their service agreements and letters of appointment, and the remuneration policy of the Company and the Group as well as the adoption of the share award scheme (with reference to the Remuneration Committee's terms of reference and Listing Rules).

於本年度，薪酬委員會曾舉行兩次會議，以討論及檢討執行董事及其他董事之薪酬待遇及花紅(如有)、其服務協議及委任書之條款、本公司及本集團之薪酬政策，以及採納股份獎勵計劃(參考薪酬委員會職權範圍及上市規則)。

The attendance record of each member of the Remuneration Committee at its meeting for the Year is set out below:

於本年度，各薪酬委員會成員於其會議之出席紀錄載列如下：

Members of Remuneration Committee	審核委員會成員	Attendance 出席率
Dr. Ngai Wai Fung ( <i>Chairman</i> ) ( <i>resigned on 18 April 2018</i> )	魏偉峰博士(主席) (於二零一八年四月十八日辭任)	1/1
Mr. Ng Man Kung ( <i>Member</i> )	吳文拱先生(成員)	2/2
Mr. Lau Fai Lawrence ( <i>Member</i> )	劉斐先生(成員)	2/2
Mr. Mak Kwok Kei ( <i>Member</i> ) ( <i>appointed on 17 July 2018</i> )	麥國基先生(成員) (於二零一八年七月十七日獲委任)	—

## NOMINATION COMMITTEE

Throughout the Year (except during the period from 18 April 2018 to 16 July 2018, for details, please refer to the paragraphs under the subject headed "CHANGES IN THE COMPOSITION OF THE BOARD" as set out on pages 11 and 12 of this annual report), three members of the Nomination Committee were INEDs.

## 提名委員會

於整個年度內(除於二零一八年四月十八日至二零一八年七月十六日止期間外，更多詳情請參閱本年度報告第11及12頁「董事會組成變動」之段落所載)，提名委員會三名成員均為獨立非執行董事。

The Nomination Committee performs the following roles and functions in accordance with its nomination procedures and criteria as follows and in accordance with its terms of reference and its written nomination policies adopted by the Board:

提名委員會根據以下提名程序及準則以及根據董事會所採納之職權範圍及其書面提名政策履行以下職務及職能：

- determining the policy for the nomination of Directors during the year;
  - adopting the nomination procedures and the process and criteria to select and recommend candidates for directorship during the year by considering the candidates' past performance and experience, academic and working qualifications, general market conditions in accordance with the requirements set out in the Listing
- 釐定年內提名董事之政策；
  - 年內根據上市規則所載規定及本公司組織細則，經考慮候選人之過往表現及經驗、學術及工作資歷、一般市場狀況後，

- Rules and the Company's Bye-laws so as to make the composition of the Board filled with a diverse and a balance of skills and experience;
3. reviewing regularly the roles of Directors and considering any issue on conflict of interest, their performance and conduct;
  4. assessing the independence of INEDs pursuant to the requirements set out in the Listing Rules; and
  5. reviewing regularly the nomination policy and board diversity policy of the Company to ensure the effectiveness of these policies and to review any progress on achieving those objectives in these policies.

The Board has adopted a nomination policy (the “**Nomination Policy**”) to enhance its effectiveness. The Nomination Policy is intended to provide a flexible set of guidelines for the effective functioning of the Company's nomination process. The Board and the Committee intend to review the Nomination Policy (together with the Board Diversity Policy (the “**Diversity Policy**”)) at least annually and anticipate that modifications may be necessary from time to time as the Company's needs and circumstances evolve, and as applicable if and where the legal obligations or requirements in the Listing Rules or laws of Hong Kong or Bermuda or other regulations change.

採納提名程序，以及挑選及推薦人選擔任董事之過程及標準，致使董事會由具備多樣及均衡技能及經驗之人士組成；

3. 經考慮利益衝突之事宜、董事之表現及操守問題後，定期檢討董事擔當之角色；
4. 根據上市規則所載規定評核獨立非執行董事之獨立性；及
5. 定期檢討本公司之提名政策及董事會成員多元化政策，以確保該等政策之成效，並檢討達致該等政策有關目標之任何進度。

董事會已採納提名政策（「**提名政策**」），以增進其效能。提名政策旨在就本公司提名程序的有效運作提供一套靈活的指引。董事會及委員會擬至少每年檢討提名政策（連同董事會成員多元化政策（「**多元化政策**」）），並預料可能需要因應本公司出現的需要和情況，以及在上市規則或香港或百慕達法例的法定責任或要求或其他規例改變適用的情況下，不時作出修訂。



## Purpose

The purpose of the Nomination Policy is to describe the process by which candidates of possible inclusion in the Company's recommended slate of director nominees are selected. The Nomination Policy is administered by the Nomination Committee of the Board.

## Composition of the Board

The Nomination Committee will ensure that:

1. the Board will consist of Directors with a variety and a balance of skills and experience in accounting, manufacturing, marketing, finance, investment and legal professions and with reference to the criteria set out in the Board Diversity Policy.
2. the Company will always maintain the minimum number of INED as required by the Listing Rules.
3. regular assess will be conducted on the independency of INED for the purpose of rule 3.13 of the Listing Rules, and if there is any reason for doubting whether such INED is still considered as independent pursuant to the Listing Rules or other regulations, it may propose the re-designation of the INED into other directorate position in the Board.

## Nomination and selection criteria

The Nomination Committee will take into account the Company's current needs and the qualities needed for the Board's service, including but not limited to:

1. the ethical character, integrity and maturity of judgment of the candidate;
2. the candidate's experience at the policy-making level in the industry and business, the PRC and Hong Kong governments, education or other settings;
3. the candidate's insight into material aspects of the Company's business;

## 目的

提名政策之目的為說明遴選可能列入本公司之獲提名為董事人士推薦名單內候選人之過程。提名政策由董事會提名委員會管理。

## 董事會組成

提名委員會將確保：

1. 董事會將由具備多樣化的均衡技術及經驗的董事組成，涵蓋會計、製造、市場推廣、財務、投資及法律專業，並經參考董事會成員多元化政策所載準則。
2. 本公司將一直維持上市規則所規定獨立非執行董事的最少人數。
3. 就上市規則第3.13條而言，獨立非執行董事的獨立性評估將定期進行，倘若根據上市規則或其他規例，有任何理由對有關獨立非執行董事是否仍可被視為獨立存疑，可建議將該獨立非執行董事調任至董事會內其他董事職務。

## 提名及遴選準則

提名委員會將考慮本公司目前的需要及董事會職務所需的特質，包括但不限於：

1. 候選人的道德品格、誠信及所作出判斷的成熟程度；
2. 候選人於行業和企業、中國及香港政府、教育或其他環境決策層面上的經驗；
3. 候選人對本公司業務重大方面的洞見；

4. the expertise of the candidate in areas that are useful to the Company and complementary to the background and experience of other Board members;
  5. the candidate's willingness to take an active interest in the Company's affairs and obtain a general understanding of its business, and to devote the required amount of time to carrying out the duties and responsibilities of the Board and various committees' membership if being invited;
  6. the candidate's willingness to report to the Board in a timely manner any new change in his/her office held in other public companies or organisations and other significant commitments, the time involved, identities of such public companies and organisations;
  7. the willingness of the candidate to serve on the Board for multiple terms;
  8. the willingness of the candidate to refrain from engaging in activities that may be in conflict with the director's duties and responsibilities to the Company and its shareholders;
  9. the candidate's independence under the Listing Rules if he/she is appointed as INED, and if the proposed INED will be holding his/her seventh (or more) listed company directorship, the reasons why the Board believes the individual would still be able to devote sufficient time to the Board, his/her perspectives, skills and experience that he/she can bring to the Board and how the proposed INED contributes to diversity of the Board;
  10. the candidate's service on other boards of directors of the Group or of other companies (whether they are listed or non-listed);
  11. the candidate's willingness to participate in continuous professional development courses annually to be arranged and funded by the Company;
4. 候選人在對本公司有幫助的範疇上以及可與其他董事會成員的背景及經驗相輔相成的專業知識；
  5. 候選人是否願意積極關注本公司事務及對其業務有大致瞭解，且在獲邀請時，投入履行董事會及各個委員會成員的職務及職責所需的時間；
  6. 候選人是否願意按時向董事會申報其於其他公眾公司或機構的職位以及其他要務的任何新變動、所涉及的時間、於該等公眾公司及機構的身份；
  7. 候選人是否願意於董事會服務多段任期；
  8. 候選人是否願意避免從事可能會與本公司及其股東的董事職務及職責有衝突的活動；
  9. 倘候選人獲委任為獨立非執行董事，其根據上市規則的獨立性，且倘若候任獨立非執行董事將出任第七家(或以上)上市公司董事職務，則包括董事會相信其仍可向董事會投入充足時間的理由、其可為董事會帶來的觀點、技能及經驗以及候任獨立非執行董事如何為董事會多元化作出貢獻；
  10. 候選人在本集團或其他公司(不論為上市或非上市)的其他董事會的職務；
  11. 候選人是否願意每年參與由本公司安排及資助的持續專業發展課程；

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|---|---|
| <p>12. the candidate's willingness to attend general meetings of the Company;</p>   | <p>12. 候選人是否願意出席本公司股東大會；</p>                            |
| <p>13. the candidate's obligation to disclose his/her information on all civil judgments of fraud, breach of duty, or other misconduct involving dishonesty (if any);</p> | <p>13. 候選人披露其有關欺詐、違反責任或其他有違誠信的不當行為(如有)的所有民事判決資料的責任；</p> |
| <p>14. the candidate's willingness to comply with the Listing Rules and other regulatory requirements in full for discharging Directors' liabilities.</p>                 | <p>14. 候選人是否願意全面遵守上市規則及其他監管規定，以履行董事的法律責任。</p>           |

For those potential new director candidates who appear upon first consideration to meet the Board's selection criteria, the Nomination Committee will conduct appropriate inquiries into their background and qualifications and, depending on the result of such inquiries, arrange for in-person meeting with the potential candidates.

就該等在首次考慮時看來符合董事遴選準則的新任董事準候選人而言，提名委員會將就彼等之背景及資歷進行適當查詢，並視乎有關查詢的結果而安排與準候選人面談。

In the case of incumbent Directors whose terms of office are set to expire, the Nomination Committee will review such Directors' overall service to the Company during their terms of office in the Company, and if feasible and appropriate, will conduct an exit interview.

倘在任董事的任期即將屆滿，提名委員會將檢討該等董事於本公司任職時向本公司提供的整體服務，並在可行和適當的情況下將進行離職面談。

The Nomination Committee may use multiple sources for identifying director candidates, including but not limited to:

提名委員會可循多個來源物色董事候選人，包括但不限於：

- |  |   |
|--|---|
| <p>1. its own contacts and referrals from other Directors, members of the management of the Company, the Company's professional advisors, and executive search firms.</p>                    | <p>1. 與其本身有聯繫的人士以及從其他董事、本公司管理層成員、本公司專業顧問及行政人員獵頭公司的引薦。</p> |
| <p>2. the director candidates being recommended by shareholders of the Company with the evaluation in the same manner with other director candidates being recommended by other sources.</p> | <p>2. 本公司股東推薦的董事候選人，須按照與從其他來源獲得推薦的董事候選人一致的方式對其進行評核。</p>   |

3. making recommendations for director nominees to be proposed to the Board for election at the forthcoming annual general meeting of the Company (“AGM”). The Nomination Committee will consider any written recommendation of director candidates pursuant to by-law 103 of the Bye-laws of the Company. Recommendations must include the candidate’s name, contact information and a statement of the candidate’s background and qualifications, and must be mailed to the registered office of the Company for the attention of the chairman of the Board.

The Board has adopted a Diversity Policy of the Company to enhance its effectiveness. In designing the Board’s composition, the Diversity Policy has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, regional and industry experience, professional experience, skills, knowledge, length of services and time to be devoted as a Director. The Company will consider all measurable objectives for implementing the Diversity Policy, and also take into account factors relating to its own business model and specific needs from time to time. The Board strives to ensure that it has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategies and in order for the Board to be effective. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The details of the Diversity Policy were set out below:

#### 1. Purpose

- 1.1 The Diversity Policy sets out the approach to diversity on the Board.

#### 2. Scope of Application

- 2.1 The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.
- 2.2 The Diversity Policy applies to the Board and does not apply to diversity in relation to employees of the Group.

3. 向董事會舉薦將於本公司應屆股東週年大會（「股東週年大會」）接受選舉的董事候選人。提名委員會將根據本公司細則第103條考慮任何董事候選人的書面推薦。推薦須載有候選人的姓名、聯絡資料及候選人背景及資歷的陳述書，並須郵寄至本公司註冊辦事處（須註明收件人為董事會主席）。

董事會已採納本公司多元化政策，以增進其效能。設定董事會組成時，已從多方面考慮多元化政策，包括但不限於性別、年齡、文化及教育背景、種族、地區及行業經驗、專業經驗、技能、知識、服務任期及投入董事職務之時間。本公司將考慮就實行多元化政策之所有可計量目標，亦將計及不時與其本身營商模式及特定需要有關的因素。董事會致力確保在支持執行其業務策略並使董事會有效運作所需的技能、經驗及觀點多元化等方面有適當平衡。最終決定將以選定候選人之長處及其將為董事會帶來之貢獻為依據。多元化政策詳情載列如下：

#### 1. 目的

- 1.1 多元化政策載列董事會多元化之方針。

#### 2. 應用範疇

- 2.1 本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。
- 2.2 多元化政策適用於董事會，並不適用於有關集團之僱員多元化。

### 3. Diversity Policy Statement

- 3.1 In designing the Board's composition, the Company recognises and embraces the benefits of diversity in Board members.
- 3.2 Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, regional and industry experience, professional experience, skills, knowledge and length of service.
- 3.3 The Nomination Committee reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new Directors. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of the Board's diversity.

### 4. Measurable Objectives

- 4.1 The Nomination Committee will discuss and agree annually all measurable objectives for implementing the Policy and achieving the Board's diversity and recommend them to the Board for adoption.
- 4.2 Selection of candidates for Board members will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, regional and industry experience, professional experience, skills, knowledge and length of service, as well as the criterion set out in the Company's nomination policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.
- 4.3 The Board's composition (including gender, ethnicity, age, length of service, educational background, professional experience, skills and knowledge) will be disclosed in the Company's CG Report annually in accordance with the requirements of the Listing Rules.

### 3. 多元化政策聲明

- 3.1 設定董事會組成時，本公司明白並深信董事會成員多元化之裨益。
- 3.2 本公司從多方面考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、種族、地區及行業經驗、專業經驗、技能、知識及服務任期。
- 3.3 提名委員會檢討及評估董事會之組成，以及就委任新董事向董事會提供推薦建議。所有董事會委任將以用人唯才為原則，並於考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

### 4. 可計量目標

- 4.1 提名委員會將每年討論及決定所有實行政策及達致董事會多元化之可計量目標，並建議董事會予以採納。
- 4.2 候選人之挑選將根據一系列多元化範疇，包括但不限於性別、年齡、文化及教育背景、種族、地區及行業經驗、專業經驗、技能、知識及服務任期，以及載於本公司提名政策之標準。最終將根據所選候選人之長處及將為董事會所作之貢獻而作決定。
- 4.3 董事會之組成(包括性別、種族、年齡、服務任期、教育背景、專業經驗、技能及知識)將根據上市規則之規定每年於本公司之企業管治報告內披露。

## 5. Monitoring and Reporting

5.1 The Nomination Committee will report annually, in the CG Report, on the Board's composition under diversified perspectives, and monitor the implementation of the Policy.

## 6. Review of the Diversity Policy

6.1 The Nomination Committee will review the Policy regularly, as appropriate, to ensure the effectiveness of the Diversity Policy and to review any progress on achieving those objectives in the Diversity Policy.

6.2 The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the Year, two Nomination Committee meetings had been held to discuss and review (i) the retiring Directors to be re-elected at the 2018 annual general meeting of the Company; (ii) the independence of the INEDs; (iii) the terms of appointment of Directors; (iv) the structure, size and composition (including the skills, knowledge and experience) of the Board; (v) the role, performance and conduct of the existing Directors (including but not limited to the issues on any conflict of interest); (vi) any nomination of potential candidate in place of the resigned Director(s) to the Board; and (vii) the nomination policy and board diversity policy (including its measurable objectives and progress on achieving those objectives) of the Company (with reference to the Nomination Committee's terms of reference and Listing Rules).

## 5. 監察及匯報

5.1 提名委員會將每年於企業管治報告內匯報董事會於多元化層面之組成，並監察政策之實行。

## 6. 檢討多元化政策

6.1 提名委員會將定期於適當時候檢討政策，以確保多元化政策之有效性，以及檢討達致多元化政策有關目標之任何進度。

6.2 提名委員會將會討論任何或需作出之修訂，以及向董事會提出有關修訂議，並由董事會審批。

於本年度內，提名委員會曾舉行兩次會議，並討論及檢討(i)將於本公司之二零一八年股東週年大會上重選之退任董事；(ii)獨立非執行董事之獨立性；(iii)董事之委任條款；(iv)董事會之架構、人數及組成(包括技能、知識及經驗)；(v)現任董事之職責、表現及操守(包括但不限於有關任何利益衝突之問題)；(vi)向董事會提名代替辭任董事之任何潛在人選；及(vii)(參考提名委員會職權範圍及上市規則)本公司之提名政策及董事會多元化政策(包括其可計量目標及達致該等目標的進度)。

The attendance record of each member of the Nomination Committee at its meeting for the Year is set out below:

於本年度，各提名委員會成員於其會議之出席紀錄載列如下：

Members of Nomination Committee	提名委員會成員	Attendance 出席率
Mr. Ng Man Kung ( <i>Chairman for the period from 1 January 2018 to 16 July 2018 and Member since 17 July 2018</i> )	吳文拱先生(由二零一八年一月一日至二零一八年七月十六日止期間擔任主席，並自二零一八年七月十七日起擔任成員)	2/2
Dr. Ngai Wai Fung ( <i>Member</i> ) ( <i>resigned on 18 April 2018</i> )	魏偉峰博士(成員) (於二零一八年四月十八日辭任)	1/1
Mr. Lau Fai Lawrence ( <i>Member</i> )	劉斐先生(成員)	2/2
Mr. Mak Kwok Kei ( <i>Chairman</i> ) ( <i>appointed on 17 July 2018</i> )	麥國基先生(主席) (於二零一八年七月十七日獲委任)	—

Under the CG Code provision A.4.2, every Director including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Bye-laws of the Company has provided that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation such that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

根據企管守則條文A.4.2，每名董事(包括有特定任期之董事)應輪流告退，至少每三年一次。本公司之組織細則規定，於各股東週年大會上，當時三分之一之董事(或如董事數目並非三之倍數，則最接近但不少於三分之一之董事)須輪流告退，致使各董事(包括有特定任期之董事)須至少每三年輪流告退一次。

Under the CG Code provision A.4.2, all Directors appointed to fill a casual vacancy should be subject to election by the Shareholders at the first general meeting of the Company after appointment. The Bye-laws of the Company has provided that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

根據企管守則條文A.4.2，所有獲委任以填補臨時空缺之董事須於獲委任後首個本公司股東大會上由股東重選。本公司組織細則規定，董事會有權不時及在任何時間委任任何人士出任董事以填補董事會空缺或加入董事會。任何經此獲委任之董事之任期，僅直至應屆本公司股東大會，並將合資格重選連任，惟將不獲計入於該會議輪席退任之董事人數內。

## EXECUTIVE COMMITTEE

The Executive Committee operates with overall delegated authority from the Board. The Executive Committee carries out the following tasks for the purposes of dealing with the affairs relating to the day-to-day operations of the Group:

1. determining group strategies;
2. setting targets for the management;
3. reviewing business performance;
4. ensuring adequate funding; and
5. examining major investments.

For the period from 1 January 2018 to 31 December 2018, the members of the Executive Committee are Mr. Liu Tingan (Chairman) (executive Director) and Mr. Cheek Ho Fung (Deputy Chairman) (executive Director).

The attendance record of each member of the Executive Committee at its meeting for the Year is set out below:

## 執行委員會

執行委員會獲董事會授予整體權力經營業務。為處理有關本集團日常營運之事宜，執行委員會履行以下職責：

1. 釐定集團策略；
2. 確立管理層之目標；
3. 檢討業務表現；
4. 確保具備足夠資金；及
5. 審查重大投資。

於二零一八年一月一日至二零一八年十二月三十一日，執行委員會成員包括劉廷安先生(主席)(執行董事)及卓可風先生(副主席)(執行董事)。

於本年度，各執行委員會成員於其會議之出席紀錄載列如下：

Member of the Executive Committee	執行委員會成員	Attendance 出席率
Mr. Liu Tingan (the Chairman and Chief Executive Officer)	劉廷安先生(主席兼行政總裁)	0/0
Mr. Cheek Ho Fung (Deputy Chairman)	卓可風先生(副主席)	0/0

During the Year, no Executive Committee meeting had been held. However, 5 written resolutions in lieu of Executive Committee meeting were passed, to consider and approve the affairs regarding the daily transactions and business operations of the Group.

本年度並無舉行執行委員會會議。然而，通過5項取代執行委員會會議之書面決議案，批准有關本集團日常事務及商業運作之事務。



## TRAINING AND SUPPORT FOR DIRECTORS

The Group provides briefings, reading materials and other training opportunities to develop and refresh the Directors' knowledge and skills so as to keep them abreast of their collective responsibilities and to put more emphasis on the importance of roles, functions and duties of Directors.

The Group continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices, and to ensure that their contribution to the Board remains informed and relevant.

During the Year and as required by CG Code, the Directors participated in the following trainings:

## 董事培訓及支援

本集團提供簡介會、閱覽資料及其他培訓機會，以發展及重溫董事之知識及技能，使彼等時刻清楚其集體職責，更看重上市公司董事之角色、職能及職責之重要性。

本集團持續就上市規則及其他適用監管規定之相關最新發展向董事提供最新資料，以確保遵守良好企業管治常規，並提高彼等對該等常規之意識，以及確保彼等在知情之情況下對董事會作出切合需要之貢獻。

於年內，根據企管守則之規定，董事已參與以下培訓：

Name of Directors	董事姓名	Types of Training 培訓類型		
<b>Executive Directors</b>				
Mr. Liu Tingan (Chairman and Chief Executive Officer)	劉廷安先生 (主席兼行政總裁)	A	—	C
Mr. Cheok Ho Fung (Deputy Chairman)	卓可風先生(副主席)	A	—	C
<b>Non-executive Director</b>				
Mr. Mao Yumin	毛裕民先生	—	B	C
<b>INEDs</b>				
Mr. Ng Man Kung	吳文拱先生	A	B	C
Dr. Ngai Wai Fung (resigned on 18 April 2018)	魏偉峰博士 (於二零一八年 四月十八日辭任)	A	—	C
Mr. Lau Fai Lawrence	劉斐先生	A	—	C
Mr. Mak Kwok Kei (appointed on 17 July 2018)	麥國基先生 (於二零一八年 七月十七日獲委任)	A	—	C

A: attending seminars/conferences/forums (via different means)  
B: giving talks at seminars/conferences/forums  
C: self-reading: (newspapers, journals & updates re: global & Hong Kong economy, business of the Group, updates on Listing Rules, directors' duties, relevant statutory requirements)

A: 出席研討會/會議及/或論壇(透過不同渠道)  
B: 於研討會/會議及/或論壇上進行演講  
C: 自習:(報章、期刊及最新資料, 有關: 環球及香港經濟、本集團業務、上市規則、董事職責、相關監管規定等方面之最新資料)

## CORPORATE MANAGEMENT, RISK MANAGEMENT AND INTERNAL CONTROL

The Board established a Whistleblowing Policy on 27 March 2012 which deals with and governs properly and fairly concerns raised by the Group's employees about any suspected malpractice or misconduct regarding financial reporting, internal control or other matters within the Group. The Audit Committee shall review regularly this Policy and ensure that arrangements are in place for independent and fair investigation of these matters and for appropriate following-up action.

The responsible teams of different sections or departments within the Group under corporate governance function play a major role in monitoring the internal corporate governance of the Group. They have unrestricted access to the information that allow them to review all aspects of the Group's risk management and governance processes in connection with nature of compliance and legal requirements. It also has the power to consult directly with the Audit Committee without the consent of the Company's management.

During the Year, the Group has complied with Principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

### Risk Management System

The Group adopts a risk management system which manages the risk associated with its businesses and operations. The system comprises the following phases:

- *Identification*: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- *Evaluation*: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.

## 企業管治、風險管理及內部監控

董事會於二零一二年三月二十七日制定舉報政策，以妥善及公正地處理及管理本集團僱員就本集團內有關財務報告、內部監控或其他事宜之任何可疑之舞弊或不當行為提出之關注。審核委員會須定期檢討此政策，確保設有安排，以就該等事宜進行獨立及公平之調查，以及採取適當之跟進行動。

企業管治職能項下本集團內之不同分部或部門之專責團隊於監察本集團之內部企業管治擔任重要角色。彼等取閱資料並無受到限制，故得以審閱本集團與遵例及法律規定有關之風險管理及管治程序之所有範疇。彼等亦有權在沒有請示本公司管理層之情況下向審核委員會諮詢意見。

於本年度，本集團已透過建立合適及有效的風險管理及內部監控系統遵守企管守則原則C.2。管理層負責設計、實施及監管有關系統，而董事會持續監控管理層履行其職責。風險管理及內部監控系統的主要特點於以下章節描述：

### 風險管理系統

本集團採納風險管理系統(管理與其業務及營運有關的風險)。該系統包括以下階段：

- *識別*：識別風險歸屬、商業目標及可影響達致目標的風險。
- *評估*：分析風險的可能性及影響以及相應評估風險組合。

- *Management*: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

- *管理*：考慮風險應對，確保與董事會有效溝通及持續監控殘餘風險。

Based on the enterprise risk assessments conducted in 2018, no significant risk was identified which might materially affect the Group's businesses and operations.

根據於二零一八年進行的風險評估，並無發現可能對本集團業務及營運有重大影響的任何重大風險。

### Internal Control System

The Company has an internal control system in place which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

### 內部監控系統

本公司已制定符合Committee of Sponsoring Organizations of the Treadway Commission (「COSO」)二零一三年框架的內部監控系統。該框架令本集團可達致有關營運效率及效能、財務報告可靠性及遵守適用法律及法規的目標。框架的組成部分載列如下：

- *Control Environment*: A set of standards, processes and structures that provide the basis for carrying out internal controls across the Group.
- *Risk Assessment*: A dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- *Control Activities*: Actions established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- *Information and Communication*: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- *Monitoring*: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

- *監控環境*：一套於本集團進行內部監控基礎的準則、程序及架構。
- *風險評估*：不斷轉變而反覆的過程，以識別及分析達致本集團目標的風險，形成釐定應如何管理風險的依據。
- *監控活動*：根據政策及程序確立之行動，以確保執行管理層為減低風險以達成目標所作出的指示。
- *資訊及溝通*：向本集團提供進行日常控制所需資訊的內部及外部溝通。
- *監管*：持續及獨立評估以確保內部監控的各個要素是否存在並正常運作。

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements an inside information policy and procedures to the Group's directors, officers and all relevant employees. The term "relevant employee" refers to employee of the Group, because of his office or employment, who is likely to be in possession of the unpublished inside information. The above mentioned persons are also recommended to make reference to the "Guidelines on Disclosure of Inside Information" issued by the SFC in June 2012. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- Confidentiality agreements are in place when the Group enters into significant negotiations.
- The Executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.
- Internal controls on handling and dissemination of inside information are set out under the section headed "Inside Information".
- 僅限定數目的僱員按需基準獲取消息。獲悉內幕消息的僱員深知彼等的保密責任。
- 本集團進行重大磋商時均會訂立保密協議。
- 執行董事乃與外界人士(如媒體、分析員及投資者)溝通時代表本公司發言的指定人士。
- 就處理及發佈內幕消息進行之內部監控載於「內幕消息」一節。

Based on the internal control reviews conducted in 2018, no significant control deficiency, which might affect the reliability and effectiveness of the Group's internal controls was identified.

### Internal Auditors

The Group has an internal audit ("IA") function, which consists of professional staff with relevant expertise (such as Certified Public Accountant). The IA function is independent from the Group's daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

為提升本集團處理內幕消息的系統，及確保其公開披露的真實性、準確性、完整性及及時性，本集團亦採納及向本集團董事、高級人員及全體相關僱員實施內幕消息政策及程序。「相關僱員」一詞指因其職位或僱用而有可能管有未經發佈內幕消息之本集團僱員。上述人士亦獲建議參閱證監會於二零一二年六月發出之「內幕消息披露指引」。本集團已不時採取若干合理措施，確保作出適當保障防止違反有關本集團的披露規定，其中包括：

根據於二零一八年進行的內部監控審核，並無發現任何重大監控缺陷，導致影響到本集團內部監控之可靠性及效果。

### 內部稽核

本集團設立內部稽核(「內部稽核」)功能，包括具備相關專業知識的專業人員(如註冊會計師)。內部稽核功能獨立於本集團的日常營運，及透過進行會談、程序規格覆核及測試營運效率對風險管理及內部監控系統進行評估。

An IA plan has been approved by the Board. According to the established plan, a review of the risk management and internal control systems is conducted annually and the results are reported to the Board through the Audit Committee.

### Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board's review, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment; (ii) the scope and quality of Management's ongoing monitoring of risks and of the internal control systems.

The Board, through its review and the review made by IA function and the Audit Committee during the Year, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

### OPERATION RISKS

The Group has implemented appropriate policies and procedures for all major operations. The Management closely monitors the procurement process and performs due diligence check on vendors. The quality assurance department and the reliability department ensure the stability of the manufacturing process and monitor products quality. The Group also strives to promote human resources reforms and comprehensively enhances cost management. At the same time, the Management also keeps a close eye on every investment process to ensure that they have exercised due care towards those investments made. By establishing clear policies and a well-documented business process, the exposure to operation risks is considered as minimal.

董事會已批准內部稽核計劃。根據既有計劃，按年對風險管理及內部監控系統進行審核，及其結果其後透過審核委員會呈報予董事會。

### 風險管理及內部監控系統的效率

董事會負責本集團的風險管理及內部監控系統，並確保每年對該等系統的有效性進行審核。董事會審核已考慮若干方面，包括但不限於(i)自上一次年度審核起重大風險的性質及程度的轉變，及本集團應對其業務及外部環境變動的能力；(ii)管理層持續監控風險的範圍及質素及內部監控系統的範圍及質素。

於本年度，董事會透過其審核及內審功能及審核委員會作出的審核得出結論，風險管理及內部監控系統屬有效及適當。然而，有關系統旨在管理而非消除未能達致業務目標的風險，且僅就不會有重大失實陳述或損失作出合理而非絕對保證。資源、員工資歷及相關員工經驗亦視作充分，且培訓計劃及所提供預算充足。

### 營運風險

本集團已就所有主要營運事務實行適當之政策與程序。管理層密切監察採購程序，並對賣方進行盡職調查。品質保證部門及產品可靠性部門確保製造過程之穩定性及控制產品之品質。本集團亦致力提倡人力資源改革及全面提升成本管理。同時，管理層亦密切監察其投資過程，以確保彼等已充份審慎地作出投資。透過確立清晰政策及妥當保存業務程序，本集團認為營運風險極微。

## INVESTOR RELATIONS AND COMMUNICATION

The Board established a shareholders' communication policy on 27 March 2012 for maintaining an on-going dialogue with the Shareholders and other stakeholders and encouraging them to communicate actively with the Company. This policy sets out the principles of the Company, in relation to shareholders' communications, with the objective of ensuring that its communications with the Shareholders and other stakeholders (including potential investors) with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the Shareholders and other stakeholders to exercise their rights in an informed manner mainly through the Company's corporate communications (such as interim and annual reports, announcements and circulars, notices of meetings, proxy forms and listing documents), annual general meetings and other general meetings, as well as disclosure on the website of the Company.

Interim reports, annual reports and circulars and associated explanatory documents etc are sent to the Shareholders and are also posted on the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company's website ([www.hkbridge.com.hk](http://www.hkbridge.com.hk)) under a dedicated "Investor Relations" section as soon as practicable in plain language and in both English and Chinese versions or where permitted, in single language, and will be updated on a regular basis and in a timely manner. The Company's website provides the Shareholders with the corporate information, such as principal business activities, the development of corporate governance and the corporate social responsibilities of the Group such as environmental protection, etc.

## 投資者關係與溝通

董事會於二零一二年三月二十七日制訂了股東通訊政策以與股東及其他持份者進行持續對話，以及鼓勵彼等積極與本公司溝通。此政策載列本公司有關股東通訊之原則，旨在確保股東及其他持份者(包括潛在投資者)保持溝通，並容易、公平及適時取得平衡及易於理解之本公司資料(包括其財務表現、策略性目標及計劃、重大發展、管治及風險概況)，以確保股東及其他持份者主要透過本公司之公司通訊(例如中期及年度報告、公佈及通函、大會通告、代表委任表格及上市文件)、股東週年大會及其他股東大會，以及本公司網站上之披露，在知情之情況下行使其權利。

中期報告、年報及通函，以及相關解釋文件等已在切實可行之情況下儘快以淺白語言，並以中英文(或在許可情況下以單一語言)寄發予股東，亦已登載於聯交所網站([www.hkex.com.hk](http://www.hkex.com.hk))及本公司網站([www.hkbridge.com.hk](http://www.hkbridge.com.hk))內「投資者關係」之專欄內，並將定時及適時更新。本公司網站向股東提供主要業務活動、企業管治之發展，及環保等本集團之企業社會責任等公司資料。

Shareholders are provided with contact details of the Company, such as telephone hotline, fax number, email address and postal address (as indicated below), in order to enable them or even the Board to make any enquiry that they may have with respect to the Company or the Group. In addition, if the registered Shareholders have any enquiries about their shareholdings and entitlements to dividend, they can contact Tricor Tengis Limited, the Company's Hong Kong Branch Share Registrar and Transfer Office through the online holding enquiry service at [www.tricoris.com](http://www.tricoris.com) or by email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com) or hotline at (852) 2980 1333 or fax at (852) 2810 8185 or in person at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Company will not normally deal with verbal or anonymous enquiries. However, Shareholders may send their enquiries to the following contacts:

Principal place of business in Hong Kong : Unit 6812-13, 68th Floor, The Center, 99 Queen's Road Central, Hong Kong

For the attention of Chairman of the Board/Chief Executive Officer/  
Company Secretary

Telephone : (852) 2710 2323  
Fax : (852) 2323 8137  
Email : [investor.relations@hkbridge.com.hk](mailto:investor.relations@hkbridge.com.hk)

The Company's general meeting allows the Directors, its members of the Audit Committee, the Remuneration Committee and the Nomination Committee, respectively and its external auditor to meet and communicate with its Shareholders and to answer Shareholders' questions. The Company will ensure that the Shareholders' views can be properly communicated to the Board. For each substantially separate issue at a general meeting, a separate resolution should be proposed by the chairman of that meeting, for instances, nomination of persons as Directors by means of a separate resolution. The Procedures for Shareholders to Propose a Person for Election as a Director of the Company has been uploaded on the website of the Company.

股東獲提供電話熱線號碼、傳真號碼、電郵地址及郵寄地址(見下文所示)之聯絡資料,以便股東向本公司提出任何有關之查詢。股東亦可以透過此等方法向董事會提出查詢。此外,倘本公司之登記股東有任何有關其持股量及股息享有權之查詢,可透過網站[www.tricoris.com](http://www.tricoris.com)或電郵[is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)或熱線(852) 2980 1333或傳真(852) 2810 8185或親臨香港皇后大道東183號合和中心22樓聯絡本公司香港股份過戶登記分處卓佳登捷時有限公司查詢。

本公司一般不會處理口頭或匿名查詢。然而,股東可將其查詢送交下列通訊地址:

香港主要營業地點 : 香港皇后大道中99號  
中環中心68樓6812-13室

註明收件人為董事會  
主席/行政總裁/  
公司秘書

電話 : (852) 2710 2323  
傳真 : (852) 2323 8137  
電郵 : [investor.relations@hkbridge.com.hk](mailto:investor.relations@hkbridge.com.hk)

本公司之股東大會讓董事、其審核委員會、薪酬委員會及提名委員會各自之成員以及外聘核數師與其股東會面及溝通,並解答股東之提問。本公司將確保股東之意見可傳達至董事會。就股東大會上有關各項重大事項之獨立事宜而言,該大會主席須提呈獨立決議案,例如以獨立決議案之方式提名人士出任董事。股東提名人士參選本公司董事之程序已上載至本公司網站。

The proceedings of general meeting are reviewed from time to time to ensure that the Company follows good corporate governance practices. Notice of an annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) shall be called by not less than twenty business days' notice or twenty-one days' notice (whichever is longer) in writing at the least and a special general meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a general meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by ten business days' notice or fourteen days' notice (whichever is longer) in writing at the least (whereas the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given), and the accompanying circular also sets out details of each proposed resolution and other relevant information as required under the Listing Rules.

The chairman of the general meeting exercises his power under the Company's Bye-laws to put each proposed resolution to the vote by way of a poll, save for the resolutions (if any) proposed by the chairman of the meeting regarding the approval on the procedural and administrative matters as defined in the Listing Rules. The procedures for demanding and conducting a poll are explained at the general meeting prior to the polls being taken. Shareholders who are entitled to attend and vote at a general meeting are entitled to ask about the poll voting procedures and details of the proposed resolutions at the general meeting whose questions should be answered during the general meeting prior to the conduction of poll voting. Announcement on poll voting results of general meeting will be posted on the Stock Exchange's website and the Company's website.

During the Year, there was no significant change in the Company's Memorandum of Association and Bye-laws except for the change of the Company's name on 13 July 2018.

The Company continues to commit to a proactive policy of promoting investor relations and effective communication with the Shareholders and analysts by better utilising the Company's website ([www.hkbridge.com.hk](http://www.hkbridge.com.hk)) as a channel to disclose the Company's updated information and corporate communications to the Shareholders, stakeholders and the public on a timely basis.

股東大會之程序獲不時檢討，以確保本公司遵從良好企業管治常規。股東週年大會（不論是為通過特別決議案及／或普通決議案而召開）須發出不少於二十個營業日或至少二十一日（以較長者為準）之書面通知召開，而召開以通過特別決議案之股東特別大會須發出至少二十一日之書面通知召開。本公司之股東大會（除股東週年大會或通過特別決議案而召開之大會外）須發出至少十個營業日或十四日（以較長者為準）之書面通知召開（通知期不包括送達或視作送達通告當日及發出通告所召開大會舉行當日），而隨附之通函亦載列各項提呈之決議案之詳情及上市規則規定之其他相關資料。

股東大會之主席行使本公司組織細則所賦予之權力，將各項提呈之決議案以投票方式進行表決，惟大會主席就批准程序及行政事宜（定義見上市規則）提呈之決議案（如有）則除外。於開始投票前，將於股東大會上解釋要求及進行以投票方式表決之程序。有權出席股東大會並於會上投票之股東有權就及於股東大會上以投票方式表決之程序及所提呈決議案之詳情發問，而其提問應於股東大會上在進行投票表決前獲解答。有關股東大會之投票表決結果之公佈將登載於聯交所網站及本公司網站。

於本年度，本公司之組織章程大綱及細則並無重大變動（除於二零一八年七月十三日更改本公司名稱外）。

本公司一直致力透過盡量利用其網站 ([www.hkbridge.com.hk](http://www.hkbridge.com.hk)) 作為適時向股東、持份者及公眾人士披露本公司最新資料及公司通訊之渠道，積極促進投資者關係及與本公司股東及分析員之有效溝通。



## Shareholders Rights

The Directors, pursuant to Bermuda Companies Act and notwithstanding anything in the Company's Bye-laws shall, on the requisition of the Shareholders holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a special general meeting of the Company.

The requisition must state the purposes of the general meeting, and must be signed by the requisitionists and deposited at the Company's registered office, and may consist of several documents in like form each signed by one or more requisitionists.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a general meeting, but any general meeting so convened shall not be held after the expiration of three months from the said date.

A general meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the Directors.

Any number of Shareholders representing not less than one-twentieth (1/20) of the total voting rights of all the Shareholders or not less than 100 Shareholders, may make a requisition in writing to the Company to do the following (which will be done at the expense of the requisitionists unless the Company otherwise resolves):

- (i) to give the Shareholders a notice of the next annual general meeting and notice of any resolution which may properly be moved and is intended to be moved at that meeting; and/or

## 股東權利

根據百慕達公司法及即使本公司組織細則另有任何規定，董事須於收到於存放請求書當日持有不少於存放當日附帶權利於本公司股東大會上投票之本公司繳入股本十分之一之股東之請求書，隨即妥為召開本公司之股東特別大會。

請求書須列明股東大會之目的，且必須由提出請求者簽署，並存放於本公司之註冊辦事處，而有關請求書可包括一式多份，每份由一名或多於一名提出請求者簽署之文件。

倘董事並無於存放請求書當日起計二十一日內妥為召開股東大會，提出請求者或任何代表其全部總投票權超過一半之提出請求者，可自行召開股東大會，惟任何如此召開之股東大會不得於所述日期起計三個月屆滿後舉行。

由提出請求者召開之股東大會須盡可能以接近董事將召開股東大會之方式召開。

持有所有股東總表決權不少於二十分之一(1/20)之任何數目之股東，或不少於100名股東，可向本公司遞交書面請求，作出以下事項(除非本公司另行議決，將由請求者自資作出)：

- (i) 向股東發出下屆股東週年大會通告，以告知可能在該大會上恰當地動議並擬在會上動議之任何決議案；及／或

- (ii) to circulate to the Shareholders a notice of any general meeting sent to them any statement of not more than one thousand (1,000) words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

A copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, must be deposited at the registered office of the Company.

- (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) in the case of any other requisition, not less than one week before the meeting,

and there must be deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

However please note that if, after a copy of the requisition requiring notice of a resolution has been deposited at the principal place of business of the Company in Hong Kong, an annual general meeting is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the time limit stated above shall be deemed to have been properly deposited for the purposes thereof.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a general meeting shall be repaid to the requisitionists by the Company.

### Dividend Policy

The Company considers stable and sustainable returns to the Shareholders to be the goal. The Dividend Policy aims at enhancing transparency of the Company and facilitating the Shareholders and investors to make informed investment decisions relating to the Company.

- (ii) 向股東傳閱任何股東大會通告之不超過一千(1,000)字之陳述書，以告知於任何決議案內所述事宜或將在該會上處理之事項。

一份由請求者簽署之請求書(或兩份或以上載有全體請求者簽署之請求書)，須存放於本公司註冊辦事處。

- (i) 如屬要求發出決議案通告之請求書，在有關會議舉行前不少於六個星期；及
- (ii) 如屬任何其他請求書，在有關會議舉行前不少於一個星期，

必須連同請求書存放或繳付一筆合理足夠之款項，以供本公司應付致使請求書生效之開支。

然而，敬請注意，倘一份要求發出決議案通告之請求書存放於本公司於香港的主要營業地點後，股東週年大會於該請求書存放後六個星期或較短期間內之某一日須召開，則該請求書雖然並非在上述時限內存放，但就此而言，亦須視作已恰當地存放。

提出請求者因董事未能妥為召開大會而招致之任何合理費用，須由本公司償還予提出請求者。

### 股息政策

本公司認為，其目標為向股東提供穩定及可持續回報。股息政策旨在提高本公司之透明度，並促進股東及投資者作出與本公司有關之知情投資決策。

According to the Dividend Policy, while the Company intends to declare and pay dividends in the future, the payment and the amount of any dividends will depend on a number of factors, including but not limited to:

- (i) the Group's actual and expected financial performance;
- (ii) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;
- (iii) profits available for distribution, retained earnings and distributable reserves of the Company and each of the members of the Group;
- (iv) the Group's liquidity position;
- (v) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (vi) any other factors that the Board deems appropriate and relevant.

The Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. The recommendation of the dividends by the Company shall be determined at the sole discretion of the Board and shall be subject to any restrictions under the Companies Act and every other Act of Bermuda, the Bye-laws of the Company and any applicable laws, rules and regulations. Any declaration of annual dividend for the financial year ended of the Company will be subject to the approval by the Shareholders. The Dividend Policy adopted by the Board is intended for the Company to maintain adequate cash reserves to meet its capital requirements, fund its future growth and enhance shareholder value when dividends are recommended.

The Dividend Policy will continue to be reviewed by the Board from time to time and there can be no assurance that dividends will be proposed or declared in any particular amount for any given period.

根據股息政策，本公司擬於未來宣派及派付股息時，任何股息之派付及金額將取決於若干因素，包括但不限於：

- (i) 本集團之實際及預期財務表現；
- (ii) 本集團之預期營運資金需要、資本開支需要及未來擴展計劃；
- (iii) 本公司及本集團各成員公司之可供分派溢利、保留盈利及可供分派儲備；
- (iv) 本集團之流動資金狀況；
- (v) 可能對本集團之業務或財務表現及狀況造成影響之一般經濟環境及其他內部或外部因素；及
- (vi) 董事會認為合宜及相關之任何其他因素。

本公司可於股東大會上宣派以任何貨幣計的股息，惟所宣派的股息不得超過董事會建議宣派的數額。本公司的股息建議須由董事會的全權酌情決定，亦須遵守百慕達公司法及所有其他法律、本公司細則及任何適用法律、規則及規例下的任何限制。宣派本公司已完結財政年度的周年股息須待股東批准後方可作實。董事會採納的股息政策旨在建議股息時，為本公司應維持足夠現金儲備以應付其資金需求，未來增長提供資金，以及提高股東價值。

董事會將繼續不時檢討股息政策，且概不保證將在任何特定期間建議或宣派任何特定金額的股息。