

Corporate Governance Report

企業管治報告書

CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good standards of corporate governance practices by emphasizing transparency, accountability and responsibility to our shareholders. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of our shareholders, to comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance practices.

During the Year under review, the Company has complied with the Code Provisions set out in the “Corporate Governance Code” contained in Appendix 14 of the Listing Rules (the “Code”) for the period between 1 April 2012 to 31 December 2012 and the old Code on Corporate Governance Practices for the period between 1 January 2012 to 31 March 2012, with the exception of code provision A.4.1 (appointment of non-executive directors for a specific term).

Non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company’s Annual General Meeting in accordance with the Company’s Articles of Association.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiries of all of the directors, the Company confirms that all of the directors have complied with the required standards set out in the Model Code during the Year under review.

BOARD OF DIRECTORS

The Board is collectively responsible for overseeing the management of the business and affairs of the Group. The Board currently is comprised of a total of nine directors, with five executive directors, one non-executive director, and three independent non-executive directors.

企業管治常規

本公司致力於制訂良好的企業管治常規，尤其著重公司透明度及問責性。董事會不時審閱其企業管治常規，以滿足股東期望及符合越趨嚴謹的監管要求，並履行其優質企業管治的承諾。

於本年度內，除守則第A4.1條（委任非執行董事指定的任期）外，本公司在二零一二年四月一日至二零一二年十二月三十一日期間已遵守上市規則附錄14所載之企業管治守則（「守則」）及在二零一二年一月一日至二零一二年三月三十一日期間已遵守舊守則企業管治常規守則。

非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

董事進行證券交易

本公司已採納上市規則附錄10所載的標準守則作為有關董事進行證券交易的守則。在向所有董事作出特定查詢後，所有董事確認於年內已遵守標準守則規定所載的要求標準。

董事會

董事會共同負責監察本集團的業務及各事務的管理工作。董事會現時由九位董事組成，包括五位執行董事、一位非執行董事及三位獨立非執行董事。

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BOARD OF DIRECTORS (Continued)

The names of the directors are set out in the Company's 2012 annual report under the section headed "Corporate Information".

During the Year, the attendance records of the directors for Board meetings, various board committees and general meeting are as follows:

董事會 (續)

董事名單詳載於本公司二零一二年年報「公司資料」標題下之內文。

本年內，各董事出席董事會會議、各董事委員會會議及股東大會的出席紀錄如下：

		Attendance/No. of meetings 出席次數／會議次數				
		Board meetings 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	General meeting 股東大會
Executive Directors 執行董事						
Mr. Wang Bin (appointed on 29 March 2012)	王濱先生 (於二零一二年三月二十九日委任)	2/2	1/1	1/1	-	1/1
Mr. Song Shuguang	宋曙光先生	3/4	-	-	-	1/1
Mr. Xie Yiqun	謝一群先生	4/4	-	-	-	1/1
Mr. Peng Wei	彭偉先生	4/4	-	-	-	1/1
Mr. Ng Yu Lam Kenneth	吳俞霖先生	4/4	-	1/1	-	1/1
Mr. Lin Fan (resigned on 29 March 2012)	林帆先生 (於二零一二年三月二十九日辭任)	1/2	-	-	-	1/1
Mr. Shen Koping Michael (resigned on 31 December 2012)	沈可平先生 (於二零一二年十二月三十一日辭任)	4/4	-	-	-	1/1
Mr. Lau Siu Mun Sammy (resigned on 31 December 2012)	劉少文先生 (於二零一二年十二月三十一日辭任)	4/4	-	-	-	1/1
Non-executive Director 非執行董事						
Mr. Li Tao	李濤先生	4/4	-	-	2/2	1/1
Independent Non-executive Directors 獨立非執行董事						
Dr. Wu Jiesi	武捷思博士	4/4	1/1	1/1	2/2	0/1
Mr. Che Shujian	車書劍先生	4/4	1/1	1/1	2/2	1/1
Mr. Lee Kong Wai Conway	李港衛先生	4/4	1/1	1/1	2/2	1/1

The Board formulates the overall strategy of the Group, monitors its financial performance and maintains an effective corporate governance structure in each individual subsidiary. Daily operations and administration are delegated to the management of each individual subsidiary. During the Year under review, none of the directors above has or maintained any financial, business, family or other material/relevant relationships with any of the other directors.

The non-executive director and the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

董事會擬定本集團之整體策略，監管其財務表現及確保各間附屬公司具備有效的企業管治架構。日常營運及行政由各間附屬公司的管理層負責。於回顧年度，上述之董事概無與任何其他董事有或保持任何財務、業務、家族或其他重大／相關關係。

非執行董事及獨立非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

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DIRECTORS' TRAINING

Directors were given relevant guideline materials regarding the duties and responsibilities for being a director, relevant laws and regulations applicable to the directors and the duties of disclosures of interest. Such induction materials will also be provided to newly appointed directors. The directors confirmed that they have complied with the code provision A.6.5 by attending relevant seminars, training sessions and reading materials to develop and refresh their knowledge and skills.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Wang Bin was appointed as the chairman on 29 March 2012 to take over from Mr. Lin Fan, who resigned on the same date. The chief executive officer is Mr. Ng Yu Lam Kenneth. The roles of the chairman and the chief executive officer are clearly defined and segregated and are not exercised by the same individual.

BOARD COMMITTEES

The Company currently has three board committees (namely Nomination Committee, Remuneration Committee and Audit Committee) with defined terms of reference which are posted on the websites of the Company and the Stock Exchange. The Board is responsible for performing the corporate governance duties as set out in the Corporate Governance Code.

During the year and up to the date of this report, the corporate governance duties performed by the Board were mainly set out below:

- formulated procedures for shareholders to propose a person for election as a director (which is posted on the Company's website) and the shareholders' communication policy;
- reviewed the training and continuous professional development of the directors; and
- reviewed compliance with the code and disclosure in the Corporate Governance Report.

董事培訓

各董事已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例及權益披露之責任之相關指引資料，而於新任董事獲委任為董事後，亦會向其提供該等就任須知資料。董事確認彼等已透過出席相關主題之座談會、培訓課程及閱讀資料以發展及更新彼等之知識及技能及遵守守則條文第A.6.5條的規定。

董事長及總裁

王濱先生於二零一二年三月二十九日獲委任接替於同日辭任的林帆先生為董事長。總裁為吳俞霖先生。董事長及總裁的角色是清晰界定及分開的，並非由同一人士擔任。

董事委員會

本公司現設有三個董事委員會（分別為提名委員會、薪酬委員會及審核委員會），其界定的職權範圍已載於本公司及聯交所網站。董事會負責履行企業管治守則所載之企業管治職責。

年內及截至本報告日期，董事會所履行企業管治職責的主要工作如下：

- 制訂有關提名董事之程序之政策（相關政策刊載於本公司網站）及股東通訊政策；
- 審閱各董事的培訓及持續專業發展；及
- 審閱守則的合規情況及企業管治報告的披露。

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NOMINATION COMMITTEE

A Nomination Committee with specific written terms of reference was established by the Company on 29 March 2012.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors and assessing the independence of the independent non-executive directors to ensure that the Board has a balance of expertise, skills and experience.

The Nomination Committee is currently comprised of Mr. Wang Bin as chairman, and the three independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lee Kong Wai Conway, as members.

During the period from 29 March 2012 to the date of this annual report, the Nomination Committee held two meetings. The subject matter of the work performed by the Nomination Committee are mainly set out below:

- reviewed the structure, size and composition of the Board;
- assessed the independence of the independent non-executive directors; and
- made recommendations to the Board on the appointment and reappointment of Directors.

提名委員會

本公司於二零一二年三月二十九日成立具有特定成文職權範圍的提名委員會。

提名委員會主要職責包括負責檢討董事會的組成、就董事的提名及委任制定相關的程序及評核獨立非執行董事的獨立性，以確保董事會之專業知識、技能及經驗取得平衡。

提名委員會的成員包括王濱先生為委員會主席及三位獨立非執行董事，分別為武捷思博士、車書劍先生及李港衛先生為委員會成員。

二零一二年三月二十九日起至本年報日期，提名委員會曾舉行二次會議。提名委員會所履行的主要工作如下：

- 檢討董事會架構、人數及組成；
- 評估獨立非執行董事的獨立性；及
- 就委任及重新委任董事向董事會提供建議。

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REMUNERATION COMMITTEE

A Remuneration Committee with specific written terms of reference was established by the Company on 24 February 2005.

The principal duties of the Remuneration Committee include the making of recommendations to the Board on the Company's policy and structure for all remuneration of the directors and senior management; the establishment of a formal and transparent procedure for developing the policy on such remuneration and to determine the specific remuneration packages of all executive directors and senior management.

The main principles of the Group's remuneration policies are:

- (a) Remuneration should be determined by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, employment conditions elsewhere in the Group and the appropriateness of performance-based remuneration;
- (b) Performance-based remuneration should be reviewed and approved by reference to the corporate goals and objectives approved by the Board from time to time; and
- (c) No director should be involved in deciding his or her own remuneration.

Mr. Wang Bin, the chairman of the Company was appointed as the member of Remuneration Committee on 29 March 2012 to take the place of Mr. Lin Fan, who resigned as chairman and member of the Remuneration committee on the same date, Mr. Lee Kong Wai Conway was appointed as the chairman of the Remuneration Committee on the same date. The Remuneration Committee is currently comprised of the independent non-executive director, Mr. Lee Kong Wai Conway, as chairman and the other two independent non-executive directors, namely Dr. Wu Jiesi and Mr. Che Shujian, Mr. Wang Bin, and, Mr. Ng Yu Lam Kenneth, the chief executive officer of the Company, as members.

薪酬委員會

本公司於二零零五年二月二十四日成立具有特定成文權責範圍的薪酬委員會。

薪酬委員會的主要職責包括向董事會就公司所有董事及高級職員薪酬的政策及架構提交建議；設立正式及具透明度的程序以制定該等薪酬的政策及訂定全體執行董事及高級職員的薪酬待遇。

本集團薪酬政策之主要原則包括下列各項：

- (a) 薪酬應參考如同類公司提供的薪酬，工時、職責、集團內其他職位的僱用條件及應否按表現釐定薪酬等因素而釐定；
- (b) 在審閱及批准按表現而釐定的薪酬時，應參照董事會不時已修訂的公司目標；及
- (c) 董事不應參與釐定其自身的薪酬。

本公司董事長王濱先生於二零一二年三月二十九日獲委任接替於同日辭任薪酬委員會主席及委員的林帆先生為薪酬委員會委員。李港衛先生亦於同日獲委任為薪酬委員會主席。現時薪酬委員會的成員包括獨立非執行董事李港衛先生為委員會主席，餘下兩位獨立非執行董事，分別為武捷思博士及車書劍先生，連同王濱先生及本公司總裁吳俞霖先生為委員會委員。

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REMUNERATION COMMITTEE (Continued)

During the period from 1 January 2012 to the date of this annual report, the Remuneration Committee held one meeting. The subject matters of the work performed by the Remuneration Committee are mainly set out below:

- approved the payment of the directors' bonuses for the year 2011, the remuneration of the directors and the discretionary bonuses to the directors of the Company;
- approved the appointment letters and service agreements of directors; and
- reviewed the Group's remuneration policies.

AUDITOR'S REMUNERATION

Deloitte Touche Tohmatsu is the auditor of the Company. The services provided by them include audit and non-audit services. During the 2012 financial year, the fees paid and payable for the Group was HK\$20.74 million, of which statutory audit was HK\$7.36 million.

AUDIT COMMITTEE

The Board has adopted new written terms of reference for the Audit Committee, which are in accordance with the Code. The Audit Committee meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control system and the interim and annual results of the Group.

The Audit Committee is comprised of the three independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lee Kong Wai Conway, and the non-executive director, Mr. Li Tao. Dr. Wu Jiesi is the chairman of the Audit Committee.

薪酬委員會 (續)

二零一二年一月一日起至本年報日期，薪酬委員會曾舉行一次會議。薪酬委員會所履行的主要工作如下：

- 批准發放董事二零一一年度的花紅、董事薪酬及酌情花紅給予本公司的董事；
- 批准董事的委任函件及服務合約；及
- 審閱本集團的薪酬政策。

核數師酬金

德勤•關黃陳方會計師行為本公司的核數師。彼等所提供的服務包括審計及非審計服務。於二零一二年財務年度，有關本集團已付及應付的服務費為2,074萬港元，當中法定審計服務費為736萬港元。

審核委員會

董事會已根據守則採納新的審核委員會書面權責範圍。審核委員會經常與本集團高級管理層及外間核數師舉行會議，檢討本集團的內部監控系統的成效及中期與年度業績。

審核委員會的成員包括三位獨立非執行董事，分別為武捷思博士、車書劍先生及李港衛先生，及一位非執行董事李濤先生。審核委員會的主席由武捷思博士擔任。

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AUDIT COMMITTEE (Continued)

During the period from 1 January 2012 to the date of this annual report, the Audit Committee held three meetings. The subject matter of the work performed by the Audit Committee are mainly set out below:

- reviewed the interim results, annual results and the system of internal controls of the Company and its subsidiaries for the 2012 financial year;
- reviewed and recommended the re-appointment of the auditors, approved the remuneration and terms of engagement of the auditors and assessed the auditors' independence, objectivity and the effectiveness of the audit process; and
- reviewed the arrangements employees can use, in confidence, to raise concerns about possible improprieties in the financial reporting, internal controls or other matters.

DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The directors acknowledge that it is their responsibility for preparing financial statements which give a true and fair view.

The statement of the auditor of the Company about their responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 332 to 333.

INTERNAL CONTROL REVIEW

The Board has conducted a review of the system of internal controls of the Group in accordance with the Code. The Board has also considered the adequacy of resources, qualifications and experience of the staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board considers that all material internal controls of the Group are proper and effective.

審核委員會 (續)

二零一二年一月一日起至本年報日期，審核委員會曾舉行三次會議。審核委員會所履行的主要工作如下：

- 審閱本公司及其附屬公司二零一二年度的中期及年度業績與及內部監控系統；
- 檢討及建議核數師的重新委任、批准核數師的薪酬及聘用條款及檢討核數師的獨立客觀性及核數程序是否有效；及
- 檢討僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的安排。

董事負責編製財務報表

董事確認編製真實與公允的財務報表是彼等的責任。

有關本公司的核數師就財務報表應承擔的責任聲明，詳列於第332至333頁獨立核數師報告書內。

內部監控系統審查

董事會已根據守則對本集團的內部監控系統進行審查，董事會亦已考慮本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。董事會認為本集團所有重要的內部監控均為適當及有效。

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SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting on requisition by shareholders

Shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of the paid-up capital of CTIH may request the Board to convene an extraordinary general meeting, pursuant to Section 113 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The objects of the meeting must be stated in the related requisition signed by the shareholders concerned and deposited at the registered office of the Company at 22/F, China Taiping Tower Phase I, 8 Sunning Road, Causeway Bay, Hong Kong, for the attention of the Company Secretary. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned.

Procedures for putting forward proposals at shareholders' meetings by shareholders

To put forward a resolution in a general meeting, shareholders are requested to follow the requirements and procedures as set out in Section 115A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). A copy of the requisition signed by the shareholders concerned (or 2 or more copies which between them contain the signatures of all the shareholders concerned) needs to be deposited at the registered office of the Company, and the concerned shareholders need to deposit or tender with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect to the requested action.

Procedures for directing shareholders' enquiries to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to our Investor Relations team, the contact details of which are as follows:

Investor Relations
China Taiping Insurance Holdings Company Limited
12/F, China Taiping Tower Phase II, 8 Sunning Road, Causeway Bay, Hong Kong

Telephone: (852) 3602 9888
Fax: (852) 2866 2262
Email: investor_relations@ctih.cntaiping.com

股東權利

應股東的請求召開股東特別大會

根據香港法例第32章《公司條例》第113條，股東可要求本公司董事安排召開股東特別大會，惟股東在存放請求書當日須持有不少於二十分之一的中國太平控股已繳足資本。該書面請求必須述明會議目的，並由有關的股東簽署及送遞致本公司註冊辦事處（地址為香港銅鑼灣新寧道八號中國太平大廈一期二十二樓），並註明致公司秘書。請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名有關的股東簽署。

將股東的建議提呈予股東大會提的程序

當股東擬於股東大會上提呈一項決議，須依照香港法例第32章《公司條例》第115A條的要求及程序。有關股東須將一份由有關股東簽署的請求書（或兩份或多於兩份載有全體有關股東簽署的請求書）存放於本公司的註冊辦事處，及有關股東隨該請求書存放一筆合理地足以應付本公司為實行請求書的要求而作的開支的款項。

將股東的查詢送達董事會的程序

股東可以書面形式經投資者關係團隊轉交彼等的查詢及關注事項予本公司的董事會，聯絡詳情如下：

投資者關係
中國太平保險控股有限公司
香港銅鑼灣新寧道八號中國太平大廈二期十二樓

電話：(852) 3602 9888
傳真：(852) 2866 2262
電郵：investor_relations@ctih.cntaiping.com

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SHAREHOLDERS' RIGHTS *(Continued)*

Procedures for directing shareholders' enquiries to the Board *(Continued)*

The Company Secretary will forward the enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to answer the shareholders' questions and/or to meet the shareholders' concerns.

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's Memorandum and Articles of Association during the Year. A copy of the latest consolidated version of the Memorandum and Articles of Association is posted on the website of the Company and the Stock Exchange.

INVESTOR RELATIONS AND COMMUNICATIONS

The Company recognizes the importance of communication with the shareholders of the Company (the "Shareholders") and the investment community, and also recognizes the value of providing current and relevant information on the Company to the Shareholders and investors. The Company's corporate website, www.ctih.cntaiping.com, features a dedicated Investor Relations section, and is aimed at facilitating effective communication with the Shareholders, investors and other stakeholders. With the website, corporate information, including both financial and non-financial information, are available electronically and in a timely manner. The latest information on the Company, including annual and interim reports, announcements, circulars, press releases as well as constitutional documents, are also available on the website.

股東權利 *(續)*

將股東的查詢送達董事會的程序 *(續)*

公司秘書將轉交股東的查詢及關注事項予本公司董事會及／或有關的董事委員會（若適當），以便回覆股東的提問及／或與有關股東會面。

組織章程文件

本公司組織章程大綱及細則於二零一二年內並無變動。組織章程大綱及細則的最新綜合版本載於本公司及聯交所網站。

投資者關係及通訊

本公司明白與本公司股東（「股東」）及投資者保持良好溝通的重要性，也認識到向股東及投資者提供當前及相關資訊的價值。本公司透過設有投資者關係專頁的公司網站 www.ctih.cntaiping.com 推動與股東、投資者及其他權益持有人的有效通訊，適時發放公司資訊及其他相關的財務及非財務資料。本公司的最新資料包括年報、中期報告、公告及新聞稿以及組織章程文件。