

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”) with the following exceptions:

- (1) 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.
- (2) The chairman of the Board was unable to attend the annual general meeting of the Company held on 28 June 2013 (the “Meeting”) due to other business engagement. Mr. Song Shuguang, the executive director, vice chairman and general manager of the Company, chaired the Meeting on behalf of the chairman of the Board and was available to answer questions.

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 ten directors, with three executive directors, four non-executive directors, 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，本公司已遵守上市規則附錄14所載之企業管治守則（「守則」），惟以下除外：

- (1) 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。
- (2) 董事會主席由於另有事務在身，未能出席本公司於二零一三年六月二十八日舉行的股東週年大會（「大會」）。本公司的執行董事、副董事長及總經理宋曙光先生代表董事會主席主持會議，並回答大會上的提問。

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。董事會現時由十位董事組成，包括三位執行董事、四位非執行董事及三位獨立非執行董事。

Corporate Governance Report

企業管治報告書

BOARD OF DIRECTORS (Continued)

董事會 (續)

The names of the directors are set out in the Company's 2013 annual report under the section headed "Corporate Information".

董事名單詳載於本公司二零一三年年報「公司資料」標題下之內文。

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

於本年度內，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 meetings 股東大會
Executive Directors	執行董事					
Mr. Wang Bin	王濱先生	6/6	3/3	1/1	-	1/2
Mr. Song Shuguang (resigned on 28 March 2014)	宋曙光先生 (於二零一四年 三月二十八日辭任)	6/6	1/1	1/1	-	1/2
Mr. Meng Zhaoyi (appointed on 27 August 2013)	孟昭億先生 (於二零一三年 八月二十七日委任)	2/2	-	-	-	-
Mr. Xie Yiqun	謝一群先生	6/6	-	-	-	2/2
Mr. Peng Wei (resigned on 27 August 2013)	彭偉先生(於二零一三年 八月二十七日辭任)	4/4	-	-	-	2/2
Mr. Ng Yu Lam Kenneth (resigned on 9 April 2013)	吳俞霖先生(於二零一三年 四月九日辭任)	2/2	2/2	-	1/1	-
Non-executive Directors	非執行董事					
Mr. Huang Weijian (appointed on 27 August 2013)	黃維健先生 (於二零一三年 八月二十七日委任)	2/2	-	-	-	-
Mr. Zhu Xiangwen (appointed on 27 August 2013)	祝向文先生 (於二零一三年 八月二十七日委任)	2/2	-	-	-	-
Mr. Wu Changming (appointed on 27 August 2013)	武常命先生 (於二零一三年 八月二十七日委任)	2/2	-	-	-	-
Mr. Ni Rongming (appointed on 27 August 2013)	倪榮鳴先生 (於二零一三年 八月二十七日委任)	2/2	-	-	-	-
Mr. Li Tao (resigned on 27 August 2013)	李濤先生(於二零一三年 八月二十七日辭任)	4/4	-	-	2/2	2/2
Independent Non-executive Directors	獨立非執行董事					
Dr. Wu Jiesi	武捷思博士	6/6	3/3	1/1	2/2	1/2
Mr. Che Shujian	車書劍先生	6/6	3/3	1/1	2/2	1/2
The late Mr. Ma Junlu (appointed on 27 August 2013 and passed away on 22 February 2014)	已故的馬君濶先生 (於二零一三年 八月二十七日委任， 於二零一四年 二月二十二日辭世)	2/2	-	-	-	-
Mr. Wu Ting Yuk Anthony (appointed on 27 August 2013)	胡定旭先生 (於二零一三年 八月二十七日委任)	2/2	-	-	-	-
Mr. Lee Kong Wai Conway (resigned on 27 August 2013)	李港衛先生(於二零一三年 八月二十七日辭任)	3/4	2/3	0/1	1/2	2/2

Corporate Governance Report

企業管治報告書

BOARD OF DIRECTORS (Continued)

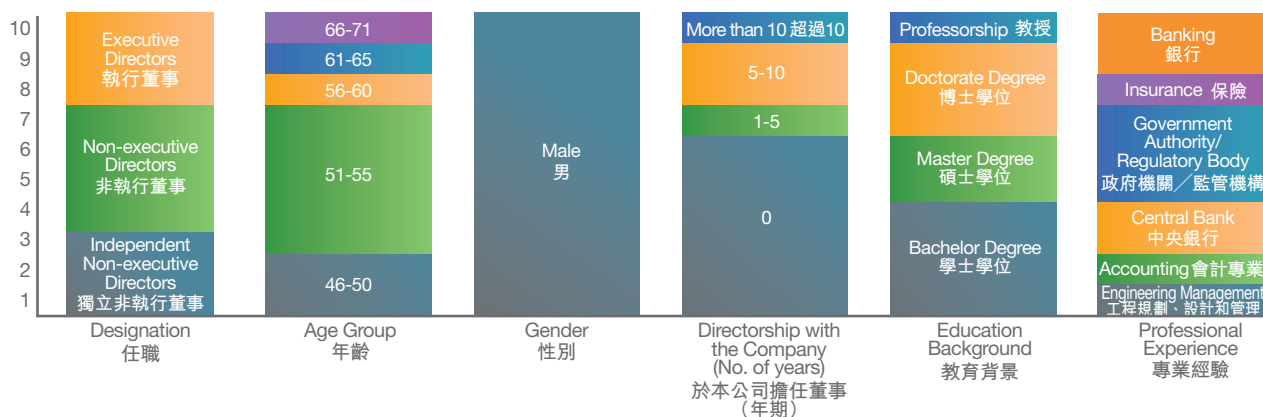
The Board formulates the overall strategy of the Group, monitors its financial performance and maintains an effective corporate governance structure in each individual subsidiary. Daily operations and administration are delegated to the management of each individual subsidiary. During the Year under 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.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (including without limitation, age, cultural and educational background, professional experience, skills, knowledge, length of service, gender and ethnicity) in August 2013 to comply with the new code provision on board diversity which has been effective since September 2013.

As at the date of this report, the Board's composition under major criteria for diversity is summarized as follows:



The Board considers that the current board composition is diverse and meets the criteria of the board diversity policy. The Board will review the board diversity from time to time to ensure that the board diversity policy is complied with.

董事會(續)

董事會擬定本集團之整體戰略，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。回顧本年度，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。

董事會多元化政策

董事會於二零一三年八月採納了成員多元化政策（包括但不限於年齡、文化及教育背景、專業經驗、技能、知識、服務任期、性別及種族）以符合於二零一三年九月起生效有關董事會多元化的新守則條文。

於本報告日期，按主要的多元角度看董事會的組成概覽如下：

董事會認為現行董事會的組成是多元的，符合董事會多元化政策的標準。董事會將不時檢討董事會的多元性，以確保符合董事會的多元化政策得。

Corporate Governance Report

企業管治報告書

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 on disclosures of interests. 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 is the chairman. Mr. Song Shuguang was appointed as the chief executive officer on 9 April 2013 to take over from Mr. Ng Yu Lam Kenneth, who resigned on the same date. The title of chief executive officer was renamed as general manager, with effect from 27 August 2013. Mr. Song Shuguang resigned as the general manager with effect from 28 March 2014. The roles of the chairman and the general manager are clearly defined and segregated and are not exercised by the same individual.

BOARD COMMITTEES

The Company currently has three board committees (namely the 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 as set out below:

- Established a policy concerning the diversity of board members;
- 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

董事長為王濱先生。宋曙光先生於二零一三年四月九日獲委任接替於同日辭任的吳俞霖先生為總裁。由二零一三年八月二十七日起，總裁的職稱變更為總經理。宋曙光先生於二零一四年三月二十八日辭任總經理。董事長及總經理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），其界定的其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：

- 制訂有關董事會成員多元化的政策；
- 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。

Corporate Governance Report

企業管治報告書

NOMINATION COMMITTEE

A Nomination Committee with specific written terms of reference was established by the Company on 29 March 2012. The terms of reference of the Nomination Committee was amended on 27 August 2013 to take into account the board diversity policy.

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, experience and diversity.

Mr. Wu Ting Yuk Anthony and Mr. Ma Junlu, independent non-executive directors of the Company were appointed as members of the Nomination Committee on 27 August 2013, while Mr. Lee Kong Wai Conway, resigned as a member of the Nomination committee on the same date. Mr. Ma Junlu passed away on 22 February 2014. 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. Wu Ting Yuk Anthony, as members.

During the period from 1 January 2013 to the date of this annual report, the Nomination Committee held four meetings. The subject matter of the work performed by the Nomination Committee are mainly as 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。提名委員會的職權範圍於二零一三年八月二十七日修訂，以適應董事會的多元化政策。

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、經驗及多元化取得平衡。

胡定旭先生及馬君潞先生，本公司獨立非執行董事，於二零一三年八月二十七日獲委任為提名委員會的成員，接替於同日辭任的李港衛先生。馬君潞先生於二零一四年二月二十二日辭世。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、車書劍先生及胡定旭先生為委員會成員。

由二零一三年一月一日起至本年報日期，提名委員會曾舉行四次會議。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。

Corporate Governance Report

企業管治報告書

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. Song Shuguang was appointed as a member of the Remuneration Committee on 9 April 2013 to take the place of Mr. Ng Yu Lam Kenneth, who resigned as a member of the Remuneration Committee on the same date. Furthermore, Mr. Ma Junlu, an independent non-executive director of the Company, was appointed as the Chairman of the Remuneration Committee on 27 August 2013 to take the place of Mr. Lee Kong Wai Conway, who resigned as chairman and a member of the Remuneration committee on the same date and Mr. Wu Ting Yuk Anthony, an independent non-executive director of the Company, was also appointed as a member of the Remuneration Committee on the same date. Mr. Ma Junlu passed away on 22 February 2014. Mr. Song Shuguang resigned as a member of the Remuneration Committee on 28 March 2014. The Remuneration Committee is currently comprised of the independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Wu Ting Yuk Anthony, and Mr. Wang Bin 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；設立正式及富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、本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。

宋曙光先生於二零一三年四月九日獲委任為薪酬委員會成員接替於同日辭任薪酬委員會委員會成員的吳俞霖先生。此外，馬君潞先生，本公司獨立非執行董事，於二零一三年八月二十七日獲委任為薪酬委員會的主席，接替於同日辭任薪酬委員會主席及成員的李港衛先生，及胡定旭先生亦於同日獲委任為薪酬委員會成員。馬君潞先生於二零一四年二月二十二日辭世。宋曙光先生於二零一四年三月二十八日辭任薪酬委員會成員。現時薪酬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、車書劍先生及胡定旭先生，連同王濱先生為委員會委員。

Corporate Governance Report

企業管治報告書

REMUNERATION COMMITTEE (Continued)

During the period from 1 January 2013 to the date of this annual report, the Remuneration Committee held two meetings. The subject matters of the work performed by the Remuneration Committee are mainly as set out below:

- Approved the the remuneration and discretionary bonuses of the directors of the Company; and
- Approved the appointment letters and service agreements of the directors.

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 2013 financial year, the fees paid and payable for the Group was HK\$13.75 million, of which the fees for the statutory audit was HK\$11.22 million.

AUDIT COMMITTEE

The written terms of reference for the Audit Committee 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.

Mr. Ma Junlu was appointed as a member of the Audit Committee on 27 August 2013, while Mr. Li Tao and Mr. Lee Kong Wai Conway resigned as members of the Audit Committee on the same date. Mr. Ma Junlu passed away on 22 February 2014. The Audit Committee is currently comprised of two of the independent non-executive directors, namely Dr. Wu Jiesi and Mr. Che Shujian. Dr. Wu Jiesi is the chairman of the Audit Committee.

薪酬委員會 (續)

二零一三年一月一日起至本年報日期，薪酬委員會曾舉行兩次會議。薪酬委員會所履行的主要工作如下：

- 批准董事薪酬及酌情花紅給予本公司的董事；及
- 批准董事的委任函件及服務合約。

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。於二零一三年財務年度，本集團已付及應付的服務費為1,375萬港元，當中法定審計服務費為1,122萬港元。

審核委員會

審核委員會的書面權責範圍已根據守則編制。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。

於二零一三年八月二十七日，馬君潞先生獲委任為審核委員會的成員，而李濤先生及李港衛先生於同日辭任。馬君潞先生於二零一四年二月二十二日辭世。審核委員會現時的成員包括兩位獨立非執行董事，分別為武捷思博士及車書劍先生。審核委員會的主席由武捷思博士擔任。

Corporate Governance Report

企業管治報告書

AUDIT COMMITTEE (Continued)

During the period from 1 January 2013 to the date of this annual report, the Audit Committee held three meetings. The subject matters of the work performed by the Audit Committee are mainly as set out below:

- Reviewed the interim results, annual results and the system of internal controls of the Company and its subsidiaries for the 2013 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.

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 on their responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 362 to 363.

INTERNAL CONTROL

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)

二零一三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二零一三財政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。

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362至363頁獨立核數師報告書內。

內部控制

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。

Corporate Governance Report

企業管治報告書

INTERNAL CONTROL (Continued)

I. The Board's Statement in Respect of Internal Control Responsibilities

The Board of the Company will be responsible for establishing and maintaining an effective internal control system. The internal controls of the Company are jointly supervised and implemented by the Board, the management and the staff. The aim of the internal controls is to provide reasonable assurance of the legal compliance of our operations and management, assets security and reliability, truthfulness and completeness of financial reports and related information, improvement of operational efficiency and the implementation of development strategies.

Given the inherent limitations of an internal control system, reasonable guarantees can only be given in relation to the objectives mentioned above, and the effectiveness of our internal controls over the Company may change as the internal environment, external environment and business situation changes.

The Board has conducted an annual self-assessment of the internal control system, specifically in the areas of control environment, risk assessment, control activities, information and communication, and monitoring, and no material defect was found in the design and implementation of the internal controls during the reporting period. Although general shortcomings and deficiencies in the internal controls found during routine inspections may lead to certain risks, these risks were considered manageable and did not create a substantial impact on the financial reporting objectives of the Group. Corrective measures for such risks have been and continue to be implemented. The Board considers that, since the year commencing 1 January of the reporting period, the Group's internal control system has been sound and effective.

The Company's internal control self-assessment report has been reviewed and approved by the Board. The Board and all of its members are severally and jointly responsible for the internal control report's truthfulness, accuracy and integrity.

內部控制(續)

I. 董事會對於內部控制責任的聲明

建立健全並有效實施內部控制是本公司董事會的職責，本公司內部控制由董事會、管理層和全體員工共同實施，本公司內部控制的目標旨在合理保證企業經營管理合法合規、資產安全可靠、財務報告及相關信息真實完整、經營效率效果提高，促進企業實現發展戰略。

由於內部控制體系存在固有局限性，本公司對達到上述目標提供合理保證；且內部控制的有效性亦可能隨公司內、外部環境及經營情況的改變而改變。

公司董事會對本年度內部控制體系（尤其於內部環境、風險評估、控制活動、信息與溝通、內部監督五個方面）進行了自我評估。評估認為，於本報告期內，未發現本公司存在內部控制設計或執行方面的重大缺陷。日常檢查發現的內部控制存在的不足和缺陷可能導致的風險均在可控範圍內，並認真整改落實，對本公司財務報告目標的實現不構成實質性影響。本公司董事會認為，自本年度一月一日起至本報告期末止，本公司內部控制體系是健全的、執行是有效的。

本公司內部控制自我評價報告已通過董事會審議，本公司董事會及其全體成員對內控自我評價報告內容的真實性、準確性和完整性承擔個別及連帶責任。

Corporate Governance Report

企業管治報告書

INTERNAL CONTROL (Continued)

II. Three Lines of Defense for Risk Management and Internal Control

The Company has formulated three lines of defense for its risk management and internal control. The Board has direct responsibility, and has the support and assistance of the operating risk and compliance committees. With the risk management department leading the overall organization, the management directly manages or implements the system, working closely with various departments and functions. The Audit Committee under the Board, the operating audit committees under the management, and the internal audit divisions are responsible for internally supervising and reviewing the three lines of defense.

All business departments constitute the first line of defense. The responsibilities are to identify, analyze, evaluate, respond to, monitor and report risks at the front end, to develop and implement the internal control system, to follow the procedures prescribed, and to report on any risks and defects in the operations and management.

The operating risk and compliance committees under the management and the risk management department constitute the second line of defense. Their functional responsibilities for internal control are to promote the development and the daily operations of the internal control system and to organize real-time monitoring and regular checks on management activities.

The Audit Committee under the Board and the operating audit committees under the management constitute the third line of defense. As the internal audit division of the Group, the Audit Center's responsibility is to carry out risk-based auditing and supervision over the risk controls and assessments of all of the subsidiaries and business units, to analyze and evaluate the effectiveness of the internal controls, to find internal control risks and to ensure that all of the recommendations from the internal audits are implemented.

內部控制(續)

II. 公司風險管理及內部控制三道防線

本公司已建立在董事會的直接領導下，由經營層風險及合規委員會協助，管理層直接管理或執行，風險管理部門牽頭組織，各職能部門各司其職，全體員工共同參與，董事會審核委員會、經營層審計及稽核委員會和內部審計機構負責監督的風險管理及內部控制三道防線。

第一道防線由各職能部門和業務單位組成。在業務前端辨識、分析、評價、應對、監控與報告風險，參與制定並嚴格執行內控體系，按照規定的流程和方式進行操作，報告內控缺陷和經營管理中發生的風險問題。

第二道防線由經營層風險及合規委員會、風險管理部門組成，是內控管理的職能部門，具體負責推動內控制度的制定和宣導、內控體系的日常運作及完善，組織推動、即時監控和定期排查各項管理活動。

第三道防線由董事會審核委員會、經營層審計及稽核委員會、內部審計機構組成。集團稽核中心作為本集團內部的內審機構，以全面風險管理為工作導向，定期對各子公司已建立的內部控制流程及各項風險的控制程式和活動進行獨立稽核，分析評估內控效果，發現內控風險並提出改進建議，督促其整改。

Corporate Governance Report

企業管治報告書

INTERNAL CONTROL (Continued)

III. Status of Internal Control Assessment

In 2013, pursuant to the Basic Standards for Enterprise Internal Control and the supplementary guidelines jointly promulgated by the Ministry of Finance, National Audit Office, China Banking Regulatory Commission, China Securities Regulatory Commission and the CIRC, the requirements on internal control guidelines for insurance companies issued by the CIRC, and the requirements of the Hong Kong Listing Rules and other Hong Kong regulations, the Company established the internal control self-assessment team and conducted a self-assessment in 2013 in accordance with the actual condition of the internal control system and the requirements for the future development of the Company.

3.1 The Scopes of the Internal Control Assessment

The internal control assessment is used to review and evaluate adjustments and improvements of the internal control system, according to the requirements of the Company's development strategy, the Company's actual situation and changes in the market, specifically in the areas of control environment, risk identification and assessment, control activities, information and communication, and monitoring. The scope of the assessment includes the Company headquarters, TPL, TPI, TPP and TPAM.

3.2 The Methods and Procedures of the Internal Control Assessment

Pursuant to the above-mentioned regulations and guidelines, and based on the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") framework for the control environment, risk identification and assessment, control activities, information and communication, and monitoring, the internal control assessment team was set up and updated the internal control assessment points in 2013. This update was conducted in accordance with the Company's actual situation and changes in departmental functions, and evaluated the soundness, rationality and effectiveness of the internal controls, and formed the basis of the internal control assessment report.

內部控制(續)

III. 內部控制評價開展情況

二零一三年，本公司根據財政部、證監會、審計署、銀監會、保監會聯合頒佈的《企業內部控制基本規範》及其配套指引、《保險公司內部控制基本準則》的要求，以及香港上市公司條例和其他香港監管確定，成立了由稽核中心派員組成的內控自評估小組，開展符合內部控制體系實際狀況及本公司未來發展需求的二零一三年度內控自評價工作。

3.1 內部控制評價的範圍

根據發展戰略要求、本公司實際情況及市場變化等內部控制評價主要檢查及評價本公司在控制環境、風險識別與評估、控制活動、信息與溝通、監督五個方面對內部控制體系進行調整和完善的狀況。檢查範圍包括本公司本部、太平人壽、太平財險、太平養老、太平資產等專業公司。

3.2 內部控制評價的方法和程序

成立內部控制評估小組，根據上述制度規定，以及COSO內部控制框架的控制環境、風險識別與評估、控制活動、信息與溝通、內部監督等五要素，結合公司實際情況，針對各部門工作職能更新了二零一三年度內部控制評估點。此更新同本公司實際狀況及部門職能變化相一致，對每個評估點從健全性、合理性、有效性三方面進行評價，形成內部控制評估報告。

Corporate Governance Report

企業管治報告書

INTERNAL CONTROL *(Continued)*

III. Status of Internal Control Assessment *(Continued)*

3.2 *The Methods and Procedures of the Internal Control Assessment (Continued)*

The internal control assessment comprises four phases: assessment preparation, assessment implementation, assessment feedback, and report preparation. The internal control assessment preparation includes formulating the annual assessment plan, setting up the internal control assessment team, drawing up the assessment program, and collecting the assessment materials. The implementation of the internal control assessment consists of two stages: self-assessment and review assessment, which focus on the understanding of the internal control system and are implemented through the two steps of testing and analysis. The internal control assessment team employs techniques such as interviews, questionnaires, seminars, walkthroughs, field inspections, sampling and comparative analysis and others, to ascertain the effectiveness of the internal control design and implementation. Through reviewing the internal control self-assessment forms, it is possible to identify and analyze the weaknesses and defects of the internal control system and to also conduct a comprehensive review. The findings of the internal control assessment are forwarded to the management and the relevant departments of the assessed companies for comments and feedback before the report is finalized.

Pursuant to the internal control assessment results, the Company will continue to rectify any internal control deficiencies. The relevant departments submit assessments every quarter on the improvements made on the reported defects and the follow up measures. At the same time, this helps the relevant departments to identify defects and to draw up timely improvement measures. The internal control assessment team regularly follows up on the progress of these improvement measures.

內部控制 (續)

III. 內部控制評價開展情況 (續)

3.2 內部控制評價的方法和程序 (續)

內部控制評價的程式包括評價準備、評價實施、評價反饋和報告形成四個階段。內部控制評價準備包括制定年度評價計劃、成立內部控制評估小組、制定評價方案、評價資料準備等步驟。內部控制評價實施包括自我評價及復核評價兩個階段，分為瞭解內部控制體系、實施測試與分析兩個步驟。內部控制評估小組綜合運用訪談、調查問卷、專題討論、穿行測試、實地查驗、抽樣和比較分析等方法，收集公司內部控制設計和執行是否有效的證據，包括審核內部自評估填報表，分析、識別內部控制體系缺陷，並進行全面復核。復核工作全面結束後，內部控制評估小組與被評價部門、被評價機構經營層進行溝通、反饋，經確認後得出評價結果，最終形成正式內部控制評價報告。

本公司將根據內部控制評估結果，對發現的內部控制缺陷進行持續整改，由各部門每季度填報缺陷改善情況、跟進措施評估，促使各部門在發現缺陷的同時，及時制定改善計劃，並由內部控制評估小組定期跟進。

Corporate Governance Report

企業管治報告書

INTERNAL CONTROL *(Continued)*

III. Status of Internal Control Assessment *(Continued)*

3.3 *The Conclusions of the Internal Control Assessment*

Pursuant to the “Basic Guidelines for Internal Control of Insurance Companies” and other laws and regulations, the Company conducted an internal control self-assessment in 2013 on the control environment, risk identification and assessment, control activities, information and communication, and monitoring. The internal control assessment team inspected and issued the assessment results after a comprehensive review. The assessment results show that the Company has a sound internal control infrastructure, continues to improve the risk management system, has optimized the business control processes, improved the information technology controls, strengthened internal control management and supervision, ensured the achievement of the Company’s internal control objectives in terms of organization, personnel, systems, processes and execution, and continues to develop and improve the internal control system according to any changes in external policy. The Company’s internal control system is functioning well and provides reasonable guarantees to achieve the objectives of the Company’s operational management. No major defects were found.

內部控制 (續)

III. 內部控制評價開展情況 (續)

3.3 內部控制評價的結論

本公司根據《保險公司內部控制基本準則》及其他相關法律法規的要求，對公司二零一三年度的內部控制情況在控制環境、風險識別和評估、控制活動、信息與溝通、監督方面進行了自我評價，內部控制評估小組全面復核後得出評價結果。評價結果表明本公司建立和加強了內部控制組織架構，不斷完善風險管理體系，優化業務控制流程，改進信息系統控制，強化內控管理和監督，從組織、人員、制度、流程和執行等方面確保本公司內部控制目標的實現，並根據外部政策變化不斷建立和加強內控體系。內控機制基本健全、合理，並得到有效執行，本公司內部控制體系之運作情況良好，為公司經營管理目標的實現提供了合理的保證，未發現存在重大缺陷。

Corporate Governance Report

企業管治報告書

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) before 3 March 2014 and shareholder(s) representing at least 5% of the total voting rights of all shareholders having a right to vote at general meetings of CTIH may request the Board to convene a extraordinary general meeting, pursuant to Section 566 to 568 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) from 3 March 2014 onwards. 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 an annual 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) before 3 March 2014 and Section 615 to 616 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) from 3 March 2014 onwards. A copy of the requisition/request 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 before 3 March 2014, 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, and from 3 March 2014 onwards, the Company shall be required to send a copy of the notice of a resolution at the Company's own expense to each shareholder entitled to receive notice of the annual general meeting, if it has received requests that it do so from the shareholders concerned and the shareholders concerned are no longer required to tender with the request any sum to meet the Company's expenses in giving effect to the requested action.

股東權利

應股東的請求召開股東特別大會

於二零一四年三月三日前根據香港法例第32章《公司條例》第113條，股東可要求本公司董事會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及於二零一四年三月三日起根據香港法例第622章新《公司條例》第566至568條，股東可要求本公司董事會安排召開股東特別大會，惟股東在存放請求書當日須佔全體有權在中國太平控股股東大會上表決的股東總表決權最少5%。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的程序

當股東擬於股東周年大會上提呈一項決議，於二零一四年三月三日前須依照香港法例第32章《公司條例》第115A條及於二零一四年三月三日起須依照香港法例第622章《公司條例》第615至616條的要求及程序。於二零一四年三月三日前，有關股東須將一份由有關股東簽署的請求書／請求（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，而於二零一四年三月三日起，本公司如收到有關股東的要求，要求發出某決議的通知，則本公司須自費將該決議的通知的文本送交各自有權收到該股東週年大會的股東，而有關股東毋須隨該請求存放一筆以應付本公司為實行請求的要求而作的開支的款項。

Corporate Governance Report

企業管治報告書

SHAREHOLDERS' RIGHTS (Continued)

Procedures for putting forward proposals at shareholders' meetings by shareholders (Continued)

Pursuant to article 95 of the Articles of Association, no person other than a director retiring at the meeting (whether by rotation or otherwise) shall be appointed or reappointed a director at any general meeting unless:

- (a) he/she is recommended by the Board, or
- (b) during a period of not less than seven days commencing no earlier than the day after the despatch of the notice of the meeting and ending no later than seven days prior to the date appointed for the meeting, there has been given to the secretary notice in writing by some Member (not being the person to be proposed) qualified to attend and vote at the meeting of his intention to propose that person for appointment or reappointment and also notice in writing signed by the person to be proposed of his willingness to be appointed or reappointed.

Detailed procedures for shareholders to propose a person for election as a Director can be found on the Company's website.

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 (續)

將股東的建議提呈予股東大會的程序 (續)

根據章程細則第95條，在大會上退任的董事（無論為輪值或以其他方式退任）以外的任何人士概無於任何股東大會上獲委任或重新委任為董事，除非：

- (a) 其獲董事會推薦，或
- (b) 在不早於大會通告寄發後翌日起至不遲於大會指定舉行日期前七日止不少於七日的期間內，合資格出席大會並於大會上投票的股東（擬被提名的人士除外）向秘書發出書面通知表示有意建議委任或重新委任該名人士，而被提名人士亦發出簽署書面通知表示願意獲委任或重新委任。

有關股東提名候選董事的程序可於本公司網站查閱。

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

Corporate Governance Report

企業管治報告書

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 communications 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 communications with the Shareholders, investors and other stakeholders. On 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本年度內並無變動。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、通函及新聞稿以及組織章程文件也可於網站內查閱。