

Corporate Governance

企業管治

CORPORATE GOVERNANCE PRACTICES

During the period between 1 January 2015 and 30 June 2015, the Company was in compliance with the Code provisions, respectively, with the following exceptions:

- (1) The non-executive directors were 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.

Furthermore, Rule 3.10(A) provides that the number of independent non-executive directors should represent at least one third of the board and Rule 3.21 provides that the audit committee should comprise a minimum of three members.

Subsequent to the resignation of Mr. CHE Shujian on 27 October 2014, the number of independent non-executive directors and members of the audit committee of the Company unable to fulfill the minimum number required under Rule 3.10(A) and 3.21, respectively. On 25 June 2015, Mr. XIE Zhichun was appointed as an independent non-executive director, member of the audit committee, member of the remuneration committee and member of the nomination committee. Following Mr. XIE's appointment, the Company fully complied with the requirements of Rule 3.10(A) and 3.21.

Having made specific enquiries of all Directors, the Company confirmed that during the Period, all Directors have complied with the required standards as set out in the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix 10 to the Listing Rules.

The interim report for the Period has been reviewed by the audit committee of the Company and PricewaterhouseCoopers.

企業管治常規

本公司於二零一五年一月一日至二零一五年六月三十日期間內已遵守守則條文，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。

此外，上市規則第3.10(A)條規定，獨立非執行董事須佔董事會成員人數至少三分之一；及上市規則第3.21條規定，審核委員會須包括最少三名成員。

於二零一四年十月二十七日車書劍先生辭任後，本公司獨立非執行董事及審核委員會成員的人數分別未能滿足上市規則第3.10(A)及3.21條規定的最低人數。於二零一五年六月二十五日，解植春先生獲委任為獨立非執行董事、審核委員會成員、薪酬委員會成員及提名委員會成員。於解先生之委任後，本公司全面遵守上市規則第3.10(A)及3.21條的規定。

在向所有董事作出特定查詢之後，本公司確認所有董事於本財務期內均有遵守上市規則附錄十所載的「有關上市發行人之董事進行證券交易之標準守則」所訂定的標準。

本財務期的中期報告已經本公司審核委員會及羅兵咸永道會計師事務所審閱。