

企業管治報告

Corporate Governance Report

企業管治常規

本公司致力於實現及保持高水準的企業管治。董事會認為，有效的企業管治及披露慣例不僅對提高公司的問責精神及透明度進而增強投資者信心而言至關重要，對於本集團的長期成功亦非常關鍵。

董事會認為，截至2016年12月31日止年度，本公司一直遵守上市規則附錄14內企業管治守則（「企業管治守則」）載列的守則條文。

董事證券交易

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事買賣本公司證券的行為守則。全體董事確認彼等於回顧年內已遵守標準守則所載的規定標準。本公司董事、主要行政人員及主要股東持股量詳情載於本報告的董事會報告內。

董事會

現時，董事會由張雷先生擔任主席，由三名執行董事、四名非執行董事及四名獨立非執行董事組成。董事會的人員組成確保了技能及經驗的平衡以適應本集團業務的要求，使之能夠出具獨立意見。

CORPORATE GOVERNANCE PRACTICES

The Company strives to attain and maintain high standards of corporate governance. It is the belief of the Board that effective corporate governance and disclosure practices are not only crucial in enhancing the Company's accountability and transparency and, in turn, investors' confidence but also important to the Group's long-term success.

The Board is of opinion that the Company had complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules for the year ended 31 December 2016.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed that they complied with the required standards set out in the Model Code during the year under review. The shareholdings of the Directors, chief executive and substantial shareholders of the Company are detailed in the Directors' Report of this report.

BOARD OF DIRECTORS

The Board, which is chaired by Mr. Zhang Lei, consists of three executive Directors, four non-executive Directors and four independent non-executive Directors. The composition of the Board ensures a balance of skills and experience appropriate for the requirements of the business of Group and the issuance of independent opinion.

於年內及截至本報告日期止，現任的董事包括：

執行董事

張雷先生 (主席)
張鵬先生 (總裁)
陳音先生

非執行董事

鍾天降先生
范慶國先生
陳志偉先生 (於2016年12月30日獲任)
陳安華先生 (於2017年1月27日獲任)

獨立非執行董事

秦佑國先生
崔健先生
許俊浩先生
鍾彬先生 (於2017年1月27日獲任)

所有執行董事及非執行董事均已與本公司訂立為期三年的服務合約。根據本公司的組織章程細則(「公司章程」)，董事會有權任命任何人士填補臨時空缺或作為新增董事。董事會所考慮的因素包括候選人的經驗、技能、知識、勝任能力以及履行盡責、勤勉及誠信義務的能力，及／或提名委員會的推薦(如有)。

根據上市規則第3.10及3.10A條的規定，本公司已委任四位獨立非執行董事(代表董事會不少於三分之一的人數)，其中一位具有相應的會計及財務管理的專業資格。四位獨立非執行董事均已確認各人於本公司的獨立性。本公司根據上市規則第3.13條所載的獨立性評估指引，認為彼等均具獨立性。四位獨立非執行董事均已與本公司訂立為期三年的委任函。

The Directors who held office during the year and up to the date of this report include:

Executive Directors

Mr. Zhang Lei (*Chairman*)
Mr. Zhang Peng (*President*)
Mr. Chen Yin

Non-executive Directors

Mr. Zhong Tianxiang
Mr. Fan Qingguo
Mr. Chen Zhiwei (appointed on 30 December 2016)
Mr. Chen Anhua (appointed on 27 January 2017)

Independent Non-executive Directors

Mr. Qin Youguo
Mr. Cui Jian
Mr. Hui Chun Ho, Eric
Mr. Zhong Bin (appointed on 27 January 2017)

All executive Directors and non-executive Directors have entered into service contracts with the Company for a specific term of three years. Under the articles of association of the Company (the "Articles of Association"), the Board is empowered to appoint any person as a Director to fill the casual vacancy or as an additional Director. The Board considers a candidate's experience, skill and knowledge and competency and ability to fulfil duty of care and diligence and fiduciary duty and/or recommendation by the Nomination Committee (if any).

In compliance with Rules 3.10 and 3.10A of the Listing Rules, the Company has appointed four independent non-executive Directors (representing not less than one-third of the Board), one of whom possesses the appropriate professional qualifications in accounting and financial management. Each of the four independent non-executive Directors has confirmed his independence of the Company and the Company considers each of them to be independent in accordance with the guidelines of assessing independence as set out in Rule 3.13 of the Listing Rules. Each of the four independent non-executive Directors has signed a letter of appointment with the Company for a specific term of three years.

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根據公司章程，(i) 獲委任加入現有董事會的任何董事僅可任職至本公司下屆股東週年大會為止，屆時可膺選連任；及(ii) 至少有三分之一（倘人數不是三的倍數，則取最接近三分之一的人數）的董事須每三年於本公司股東週年大會上輪值退任及膺選連任一次。因此，張雷先生、張鵬先生、陳志偉先生、陳安華先生、崔健先生及鍾彬先生將於2017年6月29日舉行之應屆股東週年大會（「2017年股東週年大會」）上退任，且符合資格重選並願意膺選連任。所有其他董事將繼續擔任董事。

所有董事均已付出足夠的時間和精力處理本集團事務，特別是非執行董事及獨立非執行董事已向董事會提供了各種專業知識及專業意見。董事會認為，董事會的執行董事、非執行董事及獨立非執行董事的比例均衡，獨立非執行董事能發揮足夠的制衡作用，以維護本公司股東（「股東」）及本集團的利益。獨立非執行董事參與董事會及轄下委員會的會議，亦對策略、政策、業績、問責、利益衝突及行為準則等方面提供了獨立判斷。

董事會成員可及時獲得有關本集團業務的資料；本集團亦會應其要求提供進一步的文件和資料，使彼等能夠作出知情決定。公司秘書備存董事會及轄下委員會的會議紀錄，若有任何董事發出合理通知，可公開有關會議紀錄供其在任何合理的時段查閱。董事會及其轄下委員會的會議紀錄是對會議上所考慮事項及達致的決定作足夠詳細的記錄，其中包括董事提出的任何疑慮或表達的反對意見。董事會會議結束後，於合理時段內先後將會議紀錄的初稿及最終定稿發送全體董事，初稿供董事表達意見，最後定稿則作其紀錄之用。所有董事均有權查閱董事會文件及相關資料。該等文件及相關資料的形式及素質應足以讓董事會能就提呈董事會商議事項作出知情有根據的決定。對於董事提出的問題，發行人已盡可能作出迅速及全面的回應。

Pursuant to the Articles of Association, (i) any Director appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall be eligible for re-election; and (ii) at least one-third or, if the number is not a multiple of three, the nearest to one-third, of the Directors are subject to retirement from office by rotation and re-election at the annual general meeting of the Company once every three years. Accordingly, Mr. Zhang Lei, Mr. Zhang Peng, Mr. Chen Zhiwei, Mr. Chen Anhua, Mr. Cui Jian and Mr. Zhong Bin will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting to be held on 29 June 2017 (the "2017 AGM"). All other Directors will continue in office.

All Directors have given sufficient time and attention to the affairs of the Group and, in particular, the non-executive and independent non-executive Directors have provided the Board with their diversified expertise and professional advices. The Board is of the view that there is a balanced composition of executive, non-executive and independent non-executive Directors in the Board and the independent non-executive Directors are able to provide sufficient checks and balances to safeguard the interests of the shareholders of the Company (the "Shareholders") and the Group. The participation of the independent non-executive Directors in the Board and committee meetings also provides independent judgement on the issues relating to strategy, policy, performance, accountability, conflict of interest and standards of conduct.

The Board members have timely access to information relating to the Group's business and will be provided with further documents and information upon request to enable them to make informed decisions. Minutes of Board meetings and meetings of Board committees are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director. Minutes of Board meetings and meetings of Board committees are recorded in sufficient details for the matters considered and decisions reached, including any concerns raised or dissenting views expressed by the Directors. Draft and final versions of minutes are sent to all Directors for their comment and record respectively within a reasonable time after the Board meeting is held. All Directors are entitled to have access to Board papers and related materials. These papers and related materials are in a form and quality sufficient to enable the Board to make informed decisions on matters placed before it. Queries raised by the Directors are given a prompt and full response.

董事會成員各自並無財務、業務、家屬或其他重大／相關關係。該平衡的董事會組成可確保董事會中存在堅固的獨立性。

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence across the Board.

董事的責任保險及彌償保證

DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

公司已購買適當及充足的責任保險以就針對董事及高級人員的法律訴訟向董事及高級人員作出彌償保證。

The Company has purchased appropriate and sufficient liability insurance to indemnify its Directors and senior officers in respect of legal actions against the Directors and senior officers.

董事會的責任

RESPONSIBILITY OF THE BOARD

董事會負責領導及控制本集團，並負責實現本集團最佳財務表現及作出符合本集團及股東最佳利益的決定。在主席張雷先生的領導下，董事會還負責制訂及指導本集團的業務策略及政策，批准及監督年度預算及業務計劃，檢討業務及財務表現，檢討及監督本集團的財務控制及風險管理制度。董事會已委派本集團執行董事及管理層負責本集團日常運營及管理，並執行董事會的政策及策略。

The Board is in charge of leadership and control of the Group and is responsible for maximising the Group's financial performance and making decisions in the best interests of the Group and its Shareholders. Under the leadership of Mr. Zhang Lei, the Chairman, the Board is also responsible for formulating and overseeing the business strategies and policies of the Group, approving and monitoring annual budgets and business plans, reviewing operational and financial performance, reviewing and monitoring the Group's financial control and risk management systems. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to executive Directors and the management of the Group.

董事會會議及股東大會

BOARD MEETINGS AND GENERAL MEETING

董事會定期及於必要的其他時間舉行會議，以檢討本集團的財務、內部及合規監控、風險管理、公司策略及經營業績。此外，董事會舉行股東大會以維持與股東的持續對話。自2016年1月1日至2016年12月31日止期間，董事會舉行了4次常規會議。

The Board holds meetings regularly and meets at other times as and when required to review financial, internal and compliance controls, risk management, company strategy and operating performance of the Group. In addition, the Board holds general meetings to maintain an on-going dialogue with the Shareholders. For the period from 1 January 2016 to 31 December 2016, the Board held 4 regular meetings.

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各董事於2016年1月1日至2016年12月31日期間出席董事會會議及股東大會的次數載於下表：

The number of Board meetings and general meetings attended by each Director from 1 January 2016 to 31 December 2016 is set out in the following table:

董事 Directors	常規 董事會會議 Regular Board Meeting	審核委員會 會議 Audit Committee Meeting	薪酬委員會 會議 Remuneration Committee Meeting	提名委員會 會議 Nomination Committee Meeting	股東大會 General Meeting
舉行會議次數 Number of meetings held	4	3	1	1	1
張雷先生 Mr. Zhang Lei	4/4		1/1	1/1	1/1
張鵬先生 Mr. Zhang Peng	4/4				1/1
陳音先生 Mr. Chen Yin	4/4				1/1
范慶國先生 Mr. Fan Qingguo	4/4				1/1
鍾天降先生 Mr. Zhong Tianxiang	4/4				1/1
陳志偉先生 (於2016年12月30日獲委任) Mr. Chen Zhiwei (appointed on 30 December 2016)	0/0 ^(Note 附註)				0/0
秦佑國先生 Mr. Qin Youguo	4/4	3/3	1/1		1/1
崔健先生 Mr. Cui Jian	4/4	3/3	1/1	1/1	1/1
許俊浩先生 Mr. Hui Chun Ho, Eric	4/4	3/3		1/1	1/1

附註：不計及陳志偉先生於2016年12月30日獲委任前召開之董事會會議及股東大會。

Note: Disregarding the Board meetings and general meeting convened prior to Mr. Chen Zhiwei's appointment on 30 December 2016.

本公司已向全體董事發出定期董事會會議的最少14日的通告及臨時董事會會議(如有)的合理並充分的提前通告，以確保(i)彼等均有機會出席會議；(ii)彼等均有機會對議程發表意見；及(iii)已向全體董事及時派發議程及隨附的董事會文件。經董事會同意，董事亦可尋求獨立專業意見，而相關費用由本公司承擔。在董事會會議的間隔期間，本公司高級管理層及時向董事提供所有有關本集團業務重大發展或變動的資料。

Notice of at least 14 days for regular Board meetings and sufficient notice of reasonable days for ad hoc Board meetings (if any) were given to all Directors so as to ensure that (i) each of them had an opportunity to attend the meetings; (ii) each of them had an opportunity to include matters on the agenda; and (iii) agenda and accompanying Board papers were given to all Directors in a timely manner. As agreed by the Board, the Directors may also seek independent professional advice at the Company's expense. During the intervals between Board meetings, the senior management of the Company provides the Directors with information on a timely basis regarding all major developments or changes in the Group's businesses.

倘董事於董事會會議的審議事項上存在潛在利益衝突，該董事將就相關決議案放棄投票。無利益衝突的獨立非執行董事將出席會議處理該等事宜。

全份董事會或委員會文件將於董事會會議或委員會會議預定日期前最少三天（或合理並充分的提前日子）送發至全體董事。

管理層已向董事會及其委員會提供足夠資料及說明，使彼等能就有待董事會及其委員會批准之財務及其他資料作出詳細評估。管理層亦獲邀出席董事會會議或委員會會議（如適用）。

全體董事亦有權取得及時的資訊，如有關本公司業務之每月更新；及有權分別獨立會見高級管理人員。

董事之培訓

於年內全體董事均獲發每月通訊，內容有關本集團業務、營運及財務事宜，以及適用法律及監管要求之定期更新，目的是提高董事的知識及技能，並協助董事遵守良好企業管治常規。

此外，每名新獲委任之董事將在其首次獲委任時收到介紹，以確保其適當了解本公司之營運及業務以及其於法律、法規及尤其是本公司管治政策下之責任。

Should a Director have a potential conflict of interest in a matter being considered in the Board meeting, he or she will abstain from voting in respect of the relevant resolution. Independent non-executive Directors with no conflict of interest will be present at the meetings to deal with such issues.

Full Board or committee papers will be sent to all Directors at least three days (or number of days which should be reasonable and adequate) before the intended date of a Board meeting or committee meeting.

Management has supplied the Board and its committees with adequate information and explanations so as to enable it to make an informed assessment of the financial and other information put before the Board and its committees for approval. Management is also invited to attend the Board or committee meetings where appropriate.

All Directors are also entitled to have access to timely information such as monthly updates in relation to the Company's businesses and have separate and independent access to senior management.

DIRECTORS' TRAINING

During the year, all Directors were provided with monthly newsletter on the Group's business, operations and financial matters as well as regular updates on applicable legal and regulatory requirements. These updates aim at enhancing the Directors' knowledge and skills and assisting them to comply with good corporate governance practices.

In addition, every newly appointed Director will receive an induction on the first occasion of his or her appointment, so as to ensure that he or she has a proper understanding of the operations and business of the Company, and his or her responsibilities under the laws and regulations and especially the governance policies of the Company.

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主席及總裁

主席及總裁目前分別由張雷先生及張鵬先生擔任，兩者的責任有明確區分。

主席張雷先生負責管理及領導董事會制定本集團總體戰略及業務發展方向，以確保向全體董事及時提供充分、完整及可靠的信息，並確保董事會會議上提出的問題得到適當解釋。

主席其中一個重要角色是領導董事會。主席應確保董事會有效地運作，且履行應有職責，並及時就所有重要的適当事項進行討論。主席應主要負責釐定並批准每次董事會會議的議程，並在適當情況下計及其他董事提議加入議程的任何事項。主席可將這項責任轉授指定的董事或公司秘書。主席應負主要責任，確保公司制定良好的企業管治常規及程序。主席應鼓勵所有董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司最佳利益。主席應鼓勵持不同意見的董事均表達出本身關注的事宜、給予這些事宜充足時間討論，以及確保董事會的決定能公正反映董事會的共識。主席應至少每年與非執行董事及獨立非執行董事舉行一次沒有執行董事出席的會議。

總裁張鵬先生負責本集團日常運營，落實由董事會制定及採納的業務政策、目標及計劃，並就本集團的整體營運向董事會負責。

CHAIRMAN AND PRESIDENT

The Chairman and the President are currently two separate positions held by Mr. Zhang Lei and Mr. Zhang Peng respectively with clear distinction in responsibilities.

Mr. Zhang Lei, being the Chairman, is responsible for the management and leadership of the Board to formulate overall strategies and business development directions for the Group, to ensure that adequate, complete and reliable information is provided to all Directors in a timely manner, and to ensure that the issues raised at the Board meetings are explained appropriately.

One of the important roles of the Chairman is to provide leadership for the Board. The Chairman is responsible for ensuring that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. The Chairman is primarily responsible for drawing up and approving the agenda for each Board meeting. He takes into account, where appropriate, any matters proposed by the other Directors for inclusion on the agenda. The Chairman may delegate this responsibility to a designated Director or the Company Secretary. The Chairman also takes primary responsibility for ensuring that good corporate governance practices and procedures are established. The Chairman encourages all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company. The Chairman encourages the Directors with different views to voice their concerns, allows sufficient time for discussion of issues and ensures that Board decisions fairly reflect Board consensus. The Chairman at least annually holds a meeting with the non-executive Directors and independent non-executive Directors without the executive Directors present.

Mr. Zhang Peng, being the President, is responsible for the daily operations of the Group and the implementation of business policies, objectives and plans as formulated and adopted by the Board, and is accountable to the Board for the overall operation of the Group.

問責及審核

董事已確認根據法定規定及適用會計標準，彼等有責任於年度報告及中期報告的合併財務報表中，就本集團的表現、狀況及前景提呈一份中肯及清晰易明的評估。根據企業管治守則第C.1.1條守則條文，管理層已經向董事會提供該等說明及資料，使董事會可就有待其批准之財務及其他資料作出非正式評估。董事確認，在作出一切合理諮詢後，確認就其所悉、所知及所信，彼等並不知悉可能對本公司持續經營能力引起重大揣測的事件或條件存在重大不確定性。

在編製截至2016年12月31日止年度的財務報表時，董事已選擇適當的會計政策並貫徹採用，且已作出審慎合理的判斷及估計。

本集團已根據上市規則的規定，於有關財政期間結束後的兩個月內及時公佈其中期業績。

風險管理及內部監控

董事會有責任維持合適及有效的風險管理及內部監控制度，以保障本集團及股東的利益，並定期檢討及監督內部控制及風險管理制度的成效，以確保制度完備充分。

本集團的風險管理及內部監控制度包括有關財務、運營和合規控制以及風險管理的程序，以及有明確責任及授權的完善組織架構等。各部門負責其日常運作，並須執行董事會不時採納的業務策略及政策。

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment of the Group's performance, position and prospects in the consolidated financial statements of the annual and interim reports in accordance with statutory requirements and applicable accounting standards. Pursuant to Code Provision C.1.1 of the CG Code, the management provided such explanation and information to the Board as will enable the Board to make an informal assessment of the financial and other information put before the Board for approval. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

In preparing the financial statements for the year ended 31 December 2016, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgements and estimates that are prudent and reasonable.

The Group has announced its interim results in a timely manner within the limits of two months after the end of the relevant financial periods, as laid down in the Listing Rules.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

企業管治報告

Corporate Governance Report

本公司內部審核部門支持董事會和本公司的審核委員會(「審核委員會」)審閱風險管理及內部監控系統的有效性，並於本年度遵循年度審核計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。審核委員會就本集團風險管理及內部監控系統的效力作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層製訂的政策及程序。

本集團亦委聘外部顧問，專門負責識別及評估我們業務運營中的重大風險。該外部顧問與本公司及其關連人士概無任何關連，故董事會認為，該項委聘可提升評估程序的客觀性及透明性。外部顧問協同我們的內部審核部門及高級管理層就本集團的風險管理及內部監控系統作出年度評估以及建議及解決方案，並提呈審核委員會和董事會以供考慮。

經與本集團管理層、審核委員會成員及外部獨立核數師討論，董事會對本集團的風險管理及內部監控制度及程序於截至2016年12月31日止財政年度的成效進行了檢討和評估。董事會亦會研究有關風險管理及內部監控事宜的重大調查結果及管理層對該等調查結果的回應。

董事會認為，現有的風險管理及內部監控制度充分而且有效。董事會已審核本集團會計及財務報告職能人員的資源、資格及經驗以及彼等的培訓方案及預算，並對上述的充足性感到滿意。

董事會亦評估本集團內部審核職能及外部審核程序的有效性，並透過其審核委員會的工作而令其本身信納，內部審核職能配備充足資源，並就本公司所面臨有關風險方面有效地向董事會提供保證，且外部審核程序具效益。

The internal audit department of the Company supported the Board and the audit committee of the Company (the "Audit Committee") in reviewing the effectiveness of risk management and internal control systems and performed its functions during the year following an annual audit plan and submitting their reports of their findings to the Board and the Audit Committee at the meetings. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

The Group also engaged an external consultant specialising in identifying and evaluation of significant risks of our business operations. The external consultant is independent from the Company and its connected persons and the Board believes that their involvement could enhance the objectivity and transparency of evaluation process. In conjunction with our internal audit department and senior management, the external consultant conducts an annual assessment on risk management and internal control systems of the Group together with suggestion and solutions and submit to the Audit Committee and the Board for their consideration.

The Board conducted a review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2016 by way of discussions with the management of the Group, members of the Audit Committee and the external independent auditor. The Board considered major investigation findings of the external consultant on risk management and internal control matters and management's response to these findings.

The Board believes that the existing risk management and internal control systems are adequate and effective. The Board also reviewed the resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training schemes and budget and was satisfied with their adequacy.

The Board also assessed the effectiveness of the Group's internal audit function and external audit process, and satisfied itself, through the work of its Audit Committee, that the internal audit function is adequately resourced and is effective at providing assurance to the Board on the relevant risks faced by the Company, and that the external audit process is effective.

於財務報表之董事責任

董事知道根據法定要求及適用之會計準則對準備本集團財務報表之責任。董事亦知道他們需確保本集團財務報表需適時發佈之責任。

本公司外部核數師對本集團財務報表之匯報責任刊載於本報告之「獨立核數師報告」內。

董事委員會及企業管治職能

董事會轄下設三個委員會，即審核委員會、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」），以監督本公司相關方面的事務。三個董事委員會可獲充分資源以履行彼等之職責。

審核委員會

為遵守上市規則第3.21條，審核委員會於2013年6月14日成立。為遵守企業管治守則，董事會於2015年11月18日採納審核委員會的經修訂職權範圍。審核委員會的經修訂職權範圍於本公司及聯交所網站可供閱覽。截至2016年12月31日止，審核委員會由三名獨立非執行董事組成，分別為許俊浩先生（審核委員會主席）、崔健先生及秦佑國先生。於2017年1月27日，新獲委任為獨立非執行董事的鍾彬先生同時獲委任為審核委員會的第四名成員。彼等概無擔任本公司前任或現任的核數師。董事會認為，審核委員會的成員有足夠的會計及財務管理的專業知識及經驗，可履行彼等之職責。然而，審核委員會亦獲授權，可於其認為必要時從外部取得法律或其他方面的獨立專業意見。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

The reporting responsibilities of our Company's external auditor on the financial statements of the Group are set out in the "Independent Auditor's Report" in this report.

BOARD COMMITTEES AND CORPORATE GOVERNANCE FUNCTIONS

The Board has established three committees, namely the Audit Committee, the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") to oversee the relevant aspects of the Company's affairs. The three Board committees are provided with sufficient resources to discharge their duties.

AUDIT COMMITTEE

In compliance with Rule 3.21 of the Listing Rules, the Audit Committee was established on 14 June 2013. In order to comply with the Corporate Governance Code, the Board adopted the revised terms of reference of the Audit Committee on 18 November 2015. The revised terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange. As at 31 December 2016, the Audit Committee comprised three independent non-executive Directors, namely Mr. Hui Chun Ho, Eric (the chairman of the Audit Committee), Mr. Cui Jian and Mr. Qin Youguo. Mr. Zhong Bin, a newly appointed independent non-executive Director, was appointed as the fourth member of the Audit Committee on 27 January 2017. None of them is a member of the former or existing auditor of the Company. The Board is of the view that the members of the Audit Committee have sufficient accounting and financial management expertise and experience to discharge their duties. However, the Audit Committee is authorised to obtain external legal or other independent professional advice if it considers necessary.

企業管治報告

Corporate Governance Report

審核委員會的職權範圍根據企業管治守則以書面方式確立。審核委員會的主要職能包括：

- 就外聘核數師之委任、重新委任及罷免向董事會提供建議、批准外聘核數師之薪酬及聘用條款，及處理任何有關該核數師辭任或辭退該核數師之問題；
- 按適用標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效，並應於核數工作開始前先與外聘核數師討論核數性質及範疇及有關申報責任；
- 監察本公司之財務報表及本公司年度報告及賬目、半年度報告及季度報告（若擬刊發）之完整性，並審閱其中所載有關財務申報之重大意見；
- 監管本公司之財務申報制度、風險管理及內部監控制度；及
- 與管理層討論內部監控系統，確保管理層已履行職責建立有效系統，有關討論內容應包括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及員工培訓課程及有關預算是否充足。

審核委員會亦履行本公司之企業管治程序，包括：

- 制訂及檢討本公司企業管治政策及常規，向董事會提出建議；
- 檢討及監察本公司董事及高級管理人員之培訓及持續專業發展；

The Audit Committee has written terms of reference in accordance with the CG Code. The principal functions of the Audit Committee include:

- to make recommendations to the Board on the appointment, re-appointment and removal of external auditors, to approve the remuneration and terms of engagement of the external auditor, and to handle any questions of resignation or dismissal of that auditor;
- to review and monitor the independence and objectivity of the external auditors and effectiveness of the audit process in accordance with applicable standards, and to discuss the nature and scope of the audit and related reporting responsibilities with the external auditor before the audit commences;
- to monitor integrity of the Company's financial statements and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them;
- to oversee the Company's financial reporting system, risk management and internal control systems; and
- to discuss with the management the system of internal control and ensure that management has discharged its duty to have effective systems including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training schemes and budget.

The Audit Committee also performs corporate governance procedures of the Company, including:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management of the Company;

- 檢討及監察本公司就遵守法律及監管要求之政策及常規；
 - 制定、檢討及監察本公司僱員及董事之操守準則及合規手冊（如有）；及
 - 檢討本公司遵守守則條文的情況及在《企業管治報告》內的披露。
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Company; and
 - to review the Company's compliance with the code provisions and disclosure in the Corporate Governance Report of the Company.

審核委員會於2016年間舉行了三次會議，並執行了以下職務：

- (i) 審核本集團之2015全年業績及2016中期業績；
- (ii) 審核外聘核數師之核數計劃及結果；
- (iii) 根據其職權範圍審核內部監控、風險管理及財務事宜；及
- (iv) 就外聘核數師之重新委任及其薪酬向董事會提出建議。

審核委員會亦會每年在無管理層出席之情況下與核數師會面，以討論任何因審核產生之事宜及核數師可能提出之任何其他事宜。

核數師酬金

於截至2016年12月31日止年度，本集團就外部核數師提供的核數服務支付的薪酬約為人民幣4.4百萬元。於本年度內，支付予外部獨立核數師的非核數服務費為人民幣0.9百萬元。

The Audit Committee held three meetings in 2016 and conducted the following activities:

- (i) reviewed the Group's annual results for 2015 and interim results for 2016;
- (ii) reviewed the audit plans and findings of the external auditor;
- (iii) reviewed the internal control, risk management and financial matters pursuant to its terms of reference; and
- (iv) made recommendation to the Board on the re-appointment of the external auditor and its remuneration.

The Audit Committee will also meet with the auditor annually in the absence of management to discuss matters relating to any issues arising from audit and any other matters the auditor may wish to raise.

AUDITOR'S REMUNERATION

For the year ended 31 December 2016, the external auditor's remuneration in respect of audit services provided to the Group amounted to approximately RMB4.4 million. During the year, the non-audit service fee to external independent auditor amounted to RMB0.9 million.

企業管治報告 Corporate Governance Report

提名委員會

提名委員會已於2013年6月14日成立，並根據企業管治守則的守則條文建議，以書面形式確立了職權範圍。截止2016年12月31日止，提名委員會由兩名獨立非執行董事及一名執行董事組成，分別為崔健先生（提名委員會主席）、許俊浩先生及張雷先生。於2017年1月27日，新獲委任為獨立非執行董事的鍾彬先生同時獲委任為提名委員會的第四名成員。

提名委員會的主要職責包括：(i)至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面）並就任何為配合公司的策略而擬對董事會作出的變動提出建議；(ii)物色具備合適資格可擔任董事的人士，並挑選提名有關部門人士出任董事或就此向董事會提供意見；(iii)評估獨立非執行董事之獨立性；及(iv)就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

提名委員會主席需出席本公司股東週年大會，並回答股東有關提名董事及其他提名政策事宜的提問。

提名委員會須按規定之時間每年至少舉行一次（或根據本公司不時適用的規管機構法規舉行）會議，以履行職務。會議由主席召開及主持。於截至2016年12月31日止年度，提名委員舉辦一次會議，以評估獨立非執行董事之獨立性、董事會架構及審閱於股東週年大會上董事之重新委任等。

NOMINATION COMMITTEE

The Nomination Committee was established on 14 June 2013 with written terms of reference as suggested under the code provisions in the CG Code. As at 31 December 2016, the Nomination Committee comprised two independent non-executive Directors and one executive Director, namely Mr. Cui Jian (the chairman of the Nomination Committee), Mr. Hui Chun Ho, Eric and Mr. Zhang Lei. Mr. Zhong Bin, a newly appointed independent non-executive Director, was appointed as the fourth member of the Nomination Committee on 27 January 2017.

The primary duties of the Nomination Committee include: (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year and making recommendations to the Board regarding any proposed changes to the Board for conforming to the strategy of the Company; (ii) identifying and nominating qualified individuals to act as Directors and making recommendations to the Board regarding such matters; (iii) assessing the independence of the independent non-executive Directors; and (iv) making recommendations to the Board regarding the appointment or re-appointment of Directors and succession planning for the Directors, in particular the Chairman and the President.

The chairman of the Nomination Committee shall attend the annual general meeting of the Company to answer the questions raised by the Shareholders on Director's nomination and other nomination policy matters.

The Nomination Committee shall meet at least once a year (or in accordance with the regulations of regulatory authorities applicable to the Company from time to time) at the time as required to discharge its duties. The meeting shall be convened and chaired by the chairman. For the year ended 31 December 2016, one meeting of Nomination Committee was held to assess the independence of independent non-executive Directors and structure of the Board and review the re-appointment of Directors at the annual general meeting, etc.

董事會成員多元化政策

董事會已採納有關提名及委任新董事的「董事會成員多元化政策」。當中載明，甄選董事會成員候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗和專業經驗。

上述計量標準在提名委員會檢討董事會組成過程中亦會予以考慮及採納。在就各董事的技能和經驗對本公司業務的適合度作出評估後，提名委員會確認，現有董事會架構合理，毋須作出調整。

薪酬委員會

薪酬委員會已經於2013年6月14日成立，並根據企業管治守則的守則條文建議，以書面形式確立了職權範圍。截至2016年12月31日止年度，薪酬委員會由兩名獨立非執行董事及一名執行董事組成，分別為秦佑國先生（薪酬委員會主席），崔健先生及張雷先生。

薪酬委員會的主要職責包括（但不限於）：(i) 就本公司之董事及高級管理人員之全體薪酬政策及架構，及就設立正規而具透明度之程序制訂薪酬政策，向董事會提出建議；(ii) 就執行董事之薪酬向董事會提出建議；及(iii) 考慮同類公司支付之薪酬、須付出之時間及職責以及集團內其他職位之僱用條件等。

執行董事的薪酬金額由薪酬委員會根據相關執行董事的經驗、責任、工作量及任職本集團時間釐定。薪酬委員會將不時調整董事的薪酬。

BOARD DIVERSITY POLICY

The Board has adopted a “Board Diversity Policy” in relation to the nomination and appointment of new Directors, which provides that the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The above measurements were also reviewed and adopted when the Nomination Committee reviewed the composition of the Board. After assessing the suitability of the Directors’ skills and experience to the Company’s business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 14 June 2013 with written terms of reference as suggested under the code provisions in the CG Code. The Remuneration Committee comprised two independent non-executive Directors, namely Mr. Qin Youguo (the chairman of the Remuneration Committee) and Mr. Cui Jian, and an executive Director, Mr. Zhang Lei, during the year ended 31 December 2016.

The primary duties of the Remuneration Committee include (but not limited to) (i) making recommendations to the Board on the Company’s policies and structures for all remuneration of the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) making recommendations to the Board for executive Directors’ remuneration; and (iii) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

The amount of the executive Directors’ remuneration is determined by the Remuneration Committee on the basis of the relevant executive Directors’ experience, responsibility, workload and the time devoted to the Group. The Directors’ remuneration is reviewed by the Remuneration Committee from time to time.

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薪酬委員會亦會就其他執行董事的薪酬方案與主席協商，並於必要時諮詢專業意見。於截至2016年12月31日止年度，薪酬委員舉辦二次會議，並執行了以下職務：

- (i) 審核本集團之薪酬政策及董事之薪酬；
- (ii) 審核並批准個別執行董事、非執行董事及高級管理層之薪酬待遇；及
- (iii) 審核薪酬委員會經修訂職權範圍。

The Remuneration Committee may also consult the Chairman on proposals relating to the remuneration of other executive Directors and has access to professional advice if necessary. For the year ended 31 December 2016, the Remuneration Committee held two meetings and conducted the following activities:

- (i) reviewed the remuneration policy of the Group and Directors' remunerations;
- (ii) reviewed and approved the remuneration package of individual executive Directors, non-executive Directors and senior management; and
- (iii) reviewed the revised terms of reference of the Remuneration Committee.

五名最高薪酬人士

五名最高薪酬人士包括截至2016年12月31日止年度的2名董事（2015年：2名董事）。截至2016年12月31日止年度的其餘3名最高薪酬人士（2015年：其餘3名最高薪酬人士）的薪酬如下：

FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals included two Directors for the year ended 31 December 2016 (2015: 2 Directors). The emoluments of the remaining three highest paid individuals for the year ended 31 December 2016 (2015: remaining 3 highest paid individuals) are as follows:

	2016年 人民幣千元 2016 RMB'000	2015年 人民幣千元 2015 RMB'000
僱員		
– 基本薪金及津貼	2,931	1,947
– 花紅	838	312
– 以股份付款	1,760	2,683
– 退休福利供款	121	114
– 其他實物福利		
– 所提供物業	–	407
	<u>5,650</u>	<u>5,463</u>
Employees		
– Basic salaries and allowances	2,931	1,947
– Bonus	838	312
– Share-based payment	1,760	2,683
– Retirement benefit contributions	121	114
– Other benefit-in-kind		
– Properties provided	–	407
	<u>5,650</u>	<u>5,463</u>

本年度，本集團並無支付五名最高薪酬人士任何薪酬作為鼓勵加入或加入本集團後的獎勵或作為離職補償。

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

公司秘書

截至2016年12月31日止年度，為遵守上市規則第3.28條，本公司之現任公司秘書（「公司秘書」）為本公司全職僱員，並熟悉本公司之日常事務。公司秘書負責就企業管治事宜向董事會提出建議，以協助本集團應付不斷轉變之監管環境及迎合不同的商業需求。公司秘書的詳情請參閱本報告「董事及高級管理層履歷」的一節。

截至2016年12月31日止年度，公司秘書已符合上市規則第3.29條，獲得不低於15小時的專業培訓。

股東權利

本公司之股東大會提供機會讓股東及董事會進行溝通。本公司之股東週年大會將每年於董事會釐定之地點舉行。股東週年大會以外之各個股東大會稱為股東特別大會。

股東召開股東特別大會並於會上提呈建議之程序

下列股東召開股東特別大會的程序乃按照組織章程細則第58條編製：

- (1) 於遞呈要求日期持有不少於本公司繳入股本（附有於本公司股東大會表決權）十分之一的一位或多位股東，有權透過向董事會或本公司之公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項。
- (2) 書面要求必須述明會議的目的，由提出要求之股東簽署，可由多份格式相若之文件組成，每份均須經一名或以上提出要求之股東簽署。

COMPANY SECRETARY

For the year ended 31 December 2016, in compliance with Rule 3.28 of Listing Rules, the Company's existing Company Secretary (the "Company Secretary") is a full-time employee of the Company and familiar with the ordinary affairs of the Company. The Company Secretary is responsible for giving advice to the Board on corporate governance matters in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs. Details of the Company Secretary are set out in the section headed "Profiles of Directors and Senior Management" of this report.

For the year ended 31 December 2016, the Company Secretary had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND TO PUT FORWARD PROPOSALS THEREAT

The following procedures for the Shareholders to convene an extraordinary general meeting are prepared in accordance with Article 58 of the Articles of Association:

- (1) One or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
- (2) The written requisition must state the objects of the meeting, and must be signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.

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| <p>(3) 要求須以書面提出，並郵寄至本公司在香港之主要營業地點（地址為香港中環花園道三號中國工商銀行大廈505室），董事會或公司秘書收。</p> <p>(4) 股東特別大會須於遞呈要求日期後起計兩個月內舉行。</p> <p>(5) 倘董事於該項要求提交後二十一(21)日內未能召開股東特別大會，有關股東可以相同形式自行召開大會，而本公司須向有關股東償付所有由有關股東因董事會未能召開大會而產生之合理開支。</p> | <p>(3) The requisition shall be made in writing to the Board or the Company Secretary via mail to the Company's principal place of business in Hong Kong at Room 505, ICBC Tower, 3 Garden Road, Central, Hong Kong.</p> <p>(4) The extraordinary general meeting shall be held within two months after the deposit of the requisition.</p> <p>(5) If the Directors fail to proceed to convene the extraordinary general meeting within twenty-one (21) days of the deposit of such requisition, such Shareholder(s) may do so in the same manner, and all reasonable expenses incurred by the Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Shareholder(s) by the Company.</p> |
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建議候選董事的建議

在適用法律及法規（包括開曼群島公司法、上市規則及組織章程細則（經不時修訂））的規限下，本公司可不時透過普通決議案於股東大會上推選任何人士為董事，以填補董事會臨時空缺，或作為現有董事會新增成員。

股東可將以下文件遞呈至本公司在香港之主要營業地點（地址為香港中環花園道三號中國工商銀行大廈505室），以提名任何人士（「該人士」）參選董事：

- (1) 根據上市規則第13.51(2)條規定，有關股東簽署的書面通知，當中載有其有意提名為董事的該人士的全部詳情，包括其全名及履歷詳情；及
- (2) 該人士簽署的書面通知，表明其願意參選董事。

該等通知須至少於股東大會日期前七(7)日遞呈，由指定作選舉的股東大會通知寄發日期起至少七(7)日，可供遞呈該等通知。

PROPOSALS FOR PROPOSING A PERSON FOR ELECTION AS A DIRECTOR

Subject to applicable laws and regulations, including the Companies Law of the Cayman Islands, the Listing Rules and the Articles of Association as amended from time to time, the Company may from time to time in a general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

A Shareholder may propose any person (the "Person") for election as a Director by lodging the following documents at the Company's principal place of business in Hong Kong at Room 505, ICBC Tower, 3 Garden Road, Central, Hong Kong:

- (1) a notice in writing signed by the Shareholder concerned of his/her/its intention to propose the Person as a Director with full particulars of the Person including his/her full name and biographical details as required under Rule 13.51(2) of the Listing Rules; and
- (2) a notice in writing signed by the Person of his/her willingness to be elected as a Director.

Such notices shall be lodged at least seven (7) days prior to the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) days in length.

查詢程序

為確保董事會與股東之間有效溝通，本公司採納以下股東通訊政策：

- (1) 股東如就持股有任何疑問，可向本公司股份過戶登記分處卓佳證券登記有限公司提出。
- (2) 股東可隨時透過公司秘書以書面形式將其諮詢及問題遞交董事會。彼等之聯絡詳情如下：

當代置業(中國)有限公司
香港中環花園道三號
中國工商銀行大廈505室
傳真：(852) 2187 3619
電郵地址：ir.list@modernland.hk

- (3) 股東亦可在本公司之股東大會上向董事會作出查詢。

組織章程大綱及組織章程細則

於截至2016年12月31日止年度，本公司之組織章程文件並無出現任何重大變動。

公司通訊及投資者關係

本集團投資者關係的主要任務及目標，是透過不同的溝通渠道，向媒體、股東、投資者、分析師及投資銀行清楚地介紹本集團，包括本集團的業務定位、現有業務及未來發展。今後，本集團將透過會議或高級管理層參與的投資者論壇、大會及路演，進一步加強與媒體、股東、投資者、分析師及投資銀行在各方面的溝通，如發展策略、運營及管理、財務前景及業務經營。本集團有信心透過不斷提高信息透明度，與國際資本機構建立及維持良好的關係。

PROCEDURES FOR RAISING ENQUIRIES

To ensure effective communication between the Board and the Shareholders, the Company has adopted a Shareholders' communication policy:

- (1) Shareholders may direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited.
- (2) Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Modern Land (China) Co., Limited
Room 505, ICBC Tower,
3 Garden Road, Central, Hong Kong
Fax: (852) 2187 3619
Email: ir.list@modernland.hk

- (3) Shareholders may also make enquiries with the Board at general meetings of the Company.

MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

There were no significant changes in the constitutional documents of the Company during the year ended 31 December 2016.

CORPORATE COMMUNICATION AND INVESTOR RELATIONS

The major task and objective of the Group's investor relations is to clearly introduce the Group, including the business positioning, existing operations and future development of the Group, to the media, Shareholders, investors, analysts and investment banks through different communication channels. In future, the Group shall further enhance communication with the media, Shareholders, investors, analysts and investment banks on various aspects such as development strategies, operation and management, financial prospects and business operation through meetings, senior management's participation in investor forums, conferences and roadshows. The Group is confident in establishing and maintaining a good relationship with the international capital institutions through the continued enhancement of information transparency.

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Corporate Governance Report

本集團重視與股東保持良好溝通，以提高本公司的透明度及獲得股東更多的理解。為使股東有效獲悉本集團的狀況及發展，本集團及時刊發公告、通函、通告、中期報告及年度報告。為提高本公司的透明度，有關本公司的其他資料亦公佈於公司網站 (www.modernland.hk)。

在本公司的股東週年大會上，董事可與股東會晤及溝通，並回答股東可能提出的任何疑問。外部獨立核數師亦會參加股東週年大會。就提呈股東週年大會審議的每一事項，主席均會分別提出決議案。股東週年大會通告至少於大會舉行日期二十(20)個完整工作日前向全體股東發出，當中列明將於會上提呈的每項決議案的詳情及其他資料。投票結果其後將於本公司及聯交所網站上公佈。

The Group emphasises the importance of maintaining good communication with the Shareholders, so as to increase the Company's transparency and understanding by the Shareholders. To enable that the Shareholders are effectively informed of the Group's status and developments, the Group issues announcements, circulars, notices, interim and annual reports in a timely manner. To enhance the Company's transparency, other information about the Company is published at the Company's website (www.modernland.hk).

The Company's annual general meetings allow the Directors to meet and communicate with the Shareholders and to answer any queries that the Shareholders may have. An external independent auditor is also present at the annual general meetings. The Chairman will propose separate resolutions for each issue to be considered at the annual general meetings. A notice of annual general meeting is delivered to all Shareholders at least twenty (20) clear business days prior to the date of the meeting, setting out details of each proposed resolution and other information. Voting results are posted on the websites of the Company and of the Stock Exchange