

企業管治常規

本公司與董事局致力達致及保持最高標準的企業管治，並於構建本集團的企業管治守則時採納了企業管治守則的原則。董事局認為有效的企業管治常規為提升股東價值及保障本集團股東及其他持份者權益的基礎。因此，本公司已採納合理的企業管治原則，以突顯董事局質素、有效的風險管理及內部控制、嚴格的披露常規及對所有持份者的透明度及問責性。

截至二零二二年十二月三十一日止年度內，本公司已遵守企業管治守則適用守則條文，惟下文所披露的偏離事項除外。

偏離企業管治守則

本公司已遵守企業管治守則中的適用守則條文，惟自二零二二年五月至二零二三年四月期間內，就企業管治守則的守則條文第C.2.1條而言，主席及行政總裁不應由同一人同時兼任。本公司已物色具備適當專業資格或相關專長之合適總裁人選，並於二零二三年四月十八日公告，紀友紅先生不再擔任總裁以及景世青先生獲委任為總裁及執行董事。因此，本公司目前符合企業管治守則的守則條文第C.2.1條。

CORPORATE GOVERNANCE PRACTICES

The Company and the Board are devoted to achieving and maintaining the highest standards of corporate governance and have adopted the principles of the CG Code in the construction of our corporate governance code. The Board believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding interests of our shareholders and other stakeholders. Accordingly, the Company has adopted sound corporate governance principles that emphasize on the quality of the Board, effective risk management and internal control, stringent disclosure practices, and transparency and accountability to all stakeholders.

During the year ended 31 December 2022, the Company had complied with the applicable code provisions of the CG Code, except for the deviation as disclosed below.

DEVIATION FROM CG CODE

The Company has complied with the applicable code provisions set out in the CG code except that, during the period from May 2022 to April 2023, the roles of chairman and chief executive should not be performed by the same individual in respect of code provision C.2.1 of the CG Code. The Company has identified suitable candidate of the Chief Executive Officer with appropriate professional qualifications or relevant expertise, and announced on 18 April 2023 that Mr. JI Youhong ceased to act as the Chief Executive Officer and Mr. JING Shiqing has been appointed as the Chief Executive Officer and an executive Director. Hence, the Company is currently in compliance with code provision C.2.1 of the CG Code.

董事及有關僱員進行證券交易

就董事的證券交易，董事局已採納一套行為守則，其條款不遜於標準守則所載列的規定標準。經本公司作出特定查詢後，全體董事確認彼等已於二零二二年內遵守標準守則及本公司行為守則所載列有關彼等的證券交易之規定標準。

此外，就因其職務或僱傭關係而可能管有關於本集團或本公司證券的內幕消息之本集團有關僱員買賣本公司證券事宜，董事局已設定內容不比標準守則寬鬆的書面指引。

董事局

組成

董事局為本公司的主要決策機構，發揮「定戰略、作決策、防風險」的作用，並負責塑造及監察企業文化。董事局重點職權包括中長期發展決策、經理層成員選聘、經理層成員業績考核、經理層成員薪酬管理、職工工資分配管理、重大財務事項管理。董事負責促進本公司業務順利進展，客觀地作出符合本公司最佳利益的決策。董事應對其作為或不作為負責，並在適當時於決策過程中考慮到股東和持份者的意見。

DEALINGS OF DIRECTORS AND RELEVANT EMPLOYEES IN SECURITIES TRANSACTIONS

The Board has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Upon specific enquiries made by the Company, all Directors confirmed that they have complied with the required standards set out in the Model Code and the Company's code of conduct regarding their securities transactions during 2022.

In addition, the Company has established written guidelines no less exacting than the Model Code in respect of dealings in the Company's securities of relevant employees of the Group who are likely to possess inside information in relation to the Group or the Company's securities because of such office or employment.

THE BOARD

Composition

The Board serves as the major decision-making body of the Company, plays the roles of "formulating strategies, making decisions and preventing risks", and is responsible for shaping and monitoring the Company's culture. The key duties and powers of the Board include making decisions on medium to long term development, appointing the senior management, evaluating the performance of the senior management, managing the remunerations of the senior management, managing the allocation of remunerations of the employees and managing material financial matters. The Directors are accountable for promoting the success of the Company and making decisions objectively in the best interests of the Company. The Directors should be held accountable for their actions or inactions, and where appropriate, take the shareholders' and stakeholders' views into account in their decisions.

董事局的運作和管理以及本公司業務的日常管理應在董事局的層面清晰劃分，以確保權力及授權的平衡，而權力不會集中於任何個人。為保持高效率運作和日常經營管理的靈活性與迅捷性，董事局已制定授權管理制度及授權事項清單，在適用法律、規則、規例、上市規則及本公司組織章程細則允許的範圍內，結合本公司實際經營情況，將部份職權轉授予董事局主席、總裁，分別通過董事局主席專題會和總裁辦公會進行決策，並按照決策質量和效率相統一的原則，根據經營管理狀況、資產負債規模與資產質量、業務負荷程度、風險控制能力等，明確董事局授權原則、授權事項範圍、管理機制、權限條件等要求，區分董事局、董事局主席和總裁的決策權力範圍。董事局可保留必要權利，並要求被授權人向董事局定期報告相關授權行使情況。根據授權執行監督情況，董事局可適時動態調整授權權限及要求，確保授權合理科學有效。

董事局應根據本公司業務所需而具備適當的技巧和經驗。目前，董事局中的非執行董事及獨立非執行董事佔多數，以強化董事局成員在多元觀點方面的組合，確保董事局的獨立性並有助董事局作出有效的獨立判斷。

The operation and management of the Board and the day-to-day management of the Company's business should be clearly divided at the Board level to ensure that there is a balance of power and authority and that power will not be concentrated on any one individual. In order to maintain highly efficient operation, as well as flexibility and swiftness in the day-to-day operational management, to the extent permitted by applicable laws, rules, regulations, the Listing Rules and the Articles of Association of the Company and upon integrating the actual circumstances of the Company, the Board has formulated the delegation management policy and the list of delegated matters to delegate some of its duties and powers to the Chairman of the Board and the Chief Executive Officer for decision making in the Chairman's themed meetings and the Chief Executive Officer's meetings respectively. In accordance with the principle of unification of quality and efficiency of decision-making, the policy clearly sets forth the Board's principles of delegation, scopes of delegated matters, management mechanism, conditions to delegation and other requirements based on operating management status, scale of assets and liabilities and quality of assets, business loading capacity and risk control capabilities, and distinguishes the scopes of decision-making powers among the Board, the Chairman of the Board and the Chief Executive Officer. The Board may reserve necessary powers and require the delegates to regularly report to the Board on the execution of relevant delegated powers. Upon review on the execution of delegated powers, the Board may from time to time dynamically adjust the limits and requirements for delegation to ensure reasonable, scientific and effective delegation.

The Board should have a balance of skills and experience appropriate for the requirements of the business of the Company. Currently, the non-executive Directors and the independent non-executive Directors represent a majority of the Board, which helps to enhance the Board's diversity of perspectives, ensures the independence of the Board and enables the Board to make independent judgments effectively.

自二零二二年以來，董事局及董事局專門委員會的成員發生以下變更。自二零二二年三月十八日起，(1)李福利先生獲委任為戰略與投資委員會主席；(2)紀友紅先生、朱平先生、陳康仁先生、楊長毅先生及曾學敏女士獲委任為戰略與投資委員會成員；(3)紀友紅先生不再擔任風險與合規委員會成員及執行委員會成員；及(4)朱平先生獲委任為風險與合規委員會成員。自二零二二年五月六日起，(1)李福利先生辭任董事局主席、非執行董事、戰略與投資委員會主席、提名委員會主席、薪酬與考核委員會成員及本公司授權代表；(2)紀友紅先生獲委任為董事局主席、戰略與投資委員會主席及提名委員會主席；及(3)陳康仁先生獲委任為薪酬與考核委員會成員。自二零二二年六月二十九日起，(1)林智遠先生辭任獨立非執行董事、審核委員會主席、提名委員會成員、薪酬與考核委員會成員及風險與合規委員會成員；及(2)吳錦華先生獲委任為獨立非執行董事、審核委員會主席、提名委員會成員、薪酬與考核委員會成員及風險與合規委員會成員。自二零二三年四月十八日起，景世青先生獲委任為執行董事及戰略與投資委員會成員。

於本報告日期，董事局由九名董事組成，包括兩名執行董事紀友紅先生(主席)及景世青先生(總裁)；三名非執行董事朱平先生、陳康仁先生及楊長毅先生；及四名獨立非執行董事葉澍堃先生、石禮謙先生、曾學敏女士及吳錦華先生。

Since 2022, the following changes to members of the Board and its committees took place. With effect from 18 March 2022, (1) Mr. LI Fuli was appointed as the Chairman of the Strategy and Investment Committee; (2) Mr. JI Youhong, Mr. ZHU Ping, Mr. CHEN Kangren, Mr. Yang Changyi and Madam ZENG Xuemin were appointed as members of the Strategy and Investment Committee; (3) Mr. JI Youhong ceased to be a member of the Risk and Compliance Committee and a member of the Executive Committee; and (4) Mr. ZHU Ping was appointed as a member of the Risk and Compliance Committee. With effect from 6 May 2022, (1) Mr. LI Fuli resigned as the Chairman of the Board, a non-executive Director, the Chairman of the Strategy and Investment Committee, the Chairman of the Nomination Committee, a member of the Remuneration and Appraisal Committee and an authorised representative of the Company; (2) Mr. JI Youhong was appointed as the Chairman of the Board, the Chairman of the Strategy and Investment Committee and the Chairman of the Nomination Committee; and (3) Mr. CHEN Kangren was appointed as a member of the Remuneration and Appraisal Committee. With effect from 29 June 2022, (1) Mr. LAM Chi Yuen Nelson resigned as an independent non-executive Director, the Chairman of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration and Appraisal Committee and a member of the Risk and Compliance Committee; and (2) Mr. NG Kam Wah Webster was appointed as an independent non-executive Director, the Chairman of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration and Appraisal Committee and a member of the Risk and Compliance Committee. With effect from 18 April 2023, Mr. JING Shiqing was appointed as an executive Director and a member of the Strategy and Investment Committee.

As at the date of this report, the Board comprised nine Directors, including two executive Directors, namely, Mr. JI Youhong (Chairman) and Mr. JING Shiqing (Chief Executive Officer); three non-executive Directors, namely, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi; and four independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. NG Kam Wah Webster.

於截至二零二二年十二月三十一日止整個年度，按上市規則第3.10A條所規定，獨立非執行董事佔董事局成員人數至少三分之一。董事的詳情載列於第69頁至第82頁的董事及高級管理人員履歷一節及本公司網站內。

文化

本公司以「十四五」華潤文化理念體系為基石，持續深化企業文化建設，強化企業文化管理。於二零二二年，董事局成立戰略與投資委員會，負責研究和完善企業文化、公司自身理念、使命、願景等方面事項，並向董事局提出建議。年內，董事局已確保本公司的宗旨、價值觀及戰略與其企業文化保持一致。所有董事行事持正不阿、以身作則，致力推廣企業文化。本公司向企業上下灌輸該文化，並不斷加強「行事合乎法律、道德及責任」的理念。

董事委任、重選及輪值

所有董事均已與本公司訂立正式的委任函，訂明有關委任的主要條款及條件。全體董事並無特定任期，惟彼等須根據本公司組織章程細則第16.18條於股東週年大會上接受股東重選且至少約每三年輪選一次。退任董事有資格重選，而於股東週年大會上，重選退任董事乃按個別決議案單獨進行。誠如下文提名委員會一節更全面的闡述，如董事局產生空缺，候選人將由提名委員會物色及遴選並向董事局推薦。根據本公司組織章程細則第16.2條，任何獲董事局如此委任董事之任期僅至本公司下屆股東週年大會為止，屆時可於會上膺選連任。

The independent non-executive Directors represents at least one third of the Board as required under Rule 3.10A of the Listing Rules throughout the year ended 31 December 2022. A description of the Directors is set out in the Biographical Details of Directors and Senior Management Section on pages 69 to 82 and on the Company's website.

Culture

On the basis of the "Fourteenth Five-Year" China Resources Corporate Culture System, the Company continued to deepen corporate culture construction and strengthen corporate culture management. In 2022, the Board established the Strategy and Investment Committee, which is tasked with studying, refining and making recommendation for the Board's consideration on corporate culture, the Company's own philosophy, visions and missions. During the year, the Board had ensured that the Company's purpose, values and strategies were aligned with its corporate culture. All Directors act with integrity, lead by example, and promote the desired corporate culture. The Company instils and continually reinforces such culture across the organisation values of acting lawfully, ethically and responsibly.

Appointment, Re-election and Rotation of Directors

All Directors have entered into formal letters of appointment with the Company setting out key terms and conditions of their appointment. Although all Directors do not have a specific term of appointment, they are subject to re-election by shareholders at annual general meetings and at least about once every three years on a rotation basis in accordance with Article 16.18 of the Articles of Association of the Company. A retiring Director is eligible for re-election and re-election of retiring Directors at annual general meetings is dealt with by separate individual resolutions. Where vacancies arise at the Board, candidates are identified, selected and recommended to the Board by the Nomination Committee as more fully explained below under the section on Nomination Committee. Any Director(s) so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting in accordance with Article 16.2 of the Articles of Association of the Company.

董事培訓

獲委任加入董事局後，新董事將收到一份董事培訓材料，全面介紹本集團的歷史沿革、組織架構、公司治理制度、年度商業計劃、基本業務運營情況、風險管理及內控體系。該份資料亦包括於聯交所、香港證券及投資學會網站上提供的多項線上董事培訓鏈接，由聯交所刊發的標準守則、《董事會及董事企業管治指引》及《董事會及董事指南：在ESG方面的領導角色和問責性》，以及由香港公司註冊處刊發的《董事責任指引》。彼等亦參加一項正式培訓課程，以全面並恰當理解在法律條文、普通法、上市規則及其他監管規定下的董事責任。

本公司鼓勵所有董事參與持續專業發展，以發展並更新彼等的知識及技能。本公司為董事定期安排研討會及閱覽資料等內部培訓，以確保彼等掌握本集團經營業務的商業、法律與監管環境的最新變化。此外，所有董事獲提供有關本公司的每月財務狀況更新資料，以便董事局整體及各董事履行其職務。

董事局不時安排參觀，以加深了解本集團的業務營運及可能對本集團業務造成重大影響的事項。於二零二二年，三位非執行董事朱平先生、陳康仁先生和楊長毅先生積極參與本集團考察活動。

Directors' Training

Upon appointment to the Board, the new Directors receive a package of orientation materials with a comprehensive induction to the Group's historical development, organizational structure, corporate governance policies, annual business plans, general information on businesses and operations, risk management and internal control systems. The package also includes the links to various e-training for directors offered on the websites of the Stock Exchange and the Hong Kong Securities and Investment Institute, the Model Code, the "Corporate Governance Guide for Boards and Directors" and the "Guide for Board and Directors: Leadership Role and Accountability in ESG" issued by the Stock Exchange, and "A Guide on Directors' Duties" issued by the Companies Registry of Hong Kong. They also attend a formal training programme to have a full and proper understanding on director's duties under statutes, common law, the Listing Rules and other regulatory requirements.

The Company encourages all Directors to participate in continuous professional development to develop and refresh their knowledge and skills. The Company arranges in-house trainings for Directors in the form of seminar and reading materials on a regular basis to ensure that the Directors are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses. In addition, all Directors are provided with information on monthly financial updates of the Company to enable the Board as a whole and each Director to discharge their duties.

From time to time, the Board arranges visits for a deeper understanding of the Group's business operations and matters which could have significant effect or impact on the Group's business. In 2022, the three non-executive Directors, namely, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi, actively participated in the study visits of the Group.

三名非執行董事朱平先生、陳康仁先生和楊長毅先生於二零二二年七月、八月、十月及十二月分別對越堡水泥和廣州技術研發中心、華西大區、東南大區及華南大區海南區域進行考察，參觀當地多個生產線、數字化礦山及協同處置項目，深入了解各大區生產經營及「十四五」發展規劃、基礎建材業務發展情況、數字化礦山建設情況、污泥協同處置技術、新材料研發成果和應用場景、業務轉型創新的工作進展，並在採礦權競拍、礦山資源整合、市場渠道建設、品牌佔有率、新業務發展、人員培養等方面分享經驗及提出建議。

二零二二年四月，兩名非執行董事朱平先生和陳康仁先生前往廣東考察了解本集團的水泥、骨料、白水泥、人造石業務及參觀骨料礦山，並與當地業務單位的經理人、中層員工開展交流座談會。二零二二年八月，非執行董事朱平先生考察位於福建龍岩曹溪的水泥生產線，以及本集團與華潤環保科技有限公司於廣西平南聯合實驗的廢紡燃料替代資源化利用項目。二零二二年十二月，非執行董事楊長毅先生考察本集團於二零二二年七月收購的山東潤赫新型材料有限公司、潤赫(蘭陵)新型材料有限公司、潤赫(費縣)新型材料有限公司了解本集團在功能建材方面的營運。

The three non-executive Directors, namely, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi, visited Yuebao Cement and Guangzhou Technology Research and Development Center, West China Region, Southeast Region and Hainan District of South China Region in July, August, October and December 2022 respectively and visited numerous local production lines, digital mines and co-processing projects to gain a deep understanding on the production, operation and the "Fourteenth Five-Year" development plan of each region, the business development of basic building materials, construction of digital mines, sludge co-processing technology, research and development results and application scenarios of new materials, and work progress of business transformation and innovation. They also shared experience and made recommendations on the bidding of mining rights, consolidation of mining resources, construction of marketing channels, market share of brands, new business development and staff cultivation.

In April 2022, two non-executive Directors, namely, Mr. ZHU Ping and Mr. CHEN Kangren, went to Guangdong to study and understand the Group's cement, aggregates, white cement and engineered stone businesses, visit aggregates mines, and conduct exchange forums with the managers and middle-level employees of the local business units. In August 2022, Mr. ZHU Ping, a non-executive Director, visited the cement production lines in Longyan Caoxi, Fujian and the project for resourceful utilization of textiles wastes as alternative fuel jointly experimented by the Group and China Resources Environmental Protection Technology Limited in Pingnan, Guangxi. In December 2022, Mr. YANG Changyi, a non-executive Director, visited Shangdong Runhe New Material Co., Ltd., Runhe (Lanling) New Material Co., Ltd. and Runhe (Feixian) New Material Co., Ltd. acquired by the Group in July 2022 to understand the Company's operations in functional building materials.

此外，二零二二年八月，執行董事紀友紅先生，三名非執行董事朱平先生、陳康仁先生及楊長毅先生，及四名獨立非執行董事葉澍堃先生、石禮謙先生、曾學敏女士及吳錦華先生均參加了本公司法律合規部(董事會辦公室)舉辦的《二零二二年起生效的上市規則修訂》培訓研討會。於二零二二年內，上述八名董事及兩名時任董事李福利先生、林智遠先生均研讀聯交所刊發的上市發行人監管通訊及上市規則執行簡報、有關本公司或其業務的資料等多份持續專業發展材料。

獨立性

提名委員會負責依照上市規則所載列的規定每年評估所有獨立非執行董事的獨立性，提名委員會相關成員均不參與評估其個人的獨立性。就考慮一名董事是否獨立而言，提名委員會及董事局須信納該董事並無且將不會與本集團有任何直接或間接重大關係。此外，本公司已從所有獨立非執行董事接獲彼等根據上市規則第3.13條每年提交的獨立性確認書。每位董事概無與任何其他董事存在或維持任何財務、業務、家族或其他重大／有關關係。為防止獨立非執行董事決策偏頗或影響其客觀性和獨立性，本公司給予獨立非執行董事固定金額董事袍金，未授予彼等任何帶有績效表現相關元素的股本權益酬金(例如購股權或贈授股份)。

In addition, in August 2022, the executive Director Mr. Ji Youhong, three non-executive Directors, namely, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi, and four independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. NG Kam Wah Webster attended a training seminar on the "Amendments to the Listing Rules effective from 2022" held by the Legal and Compliance Department (Board Office) of the Company. During 2022, the aforesaid eight Directors and two former Directors, namely, Mr. LI Fuli and Mr. LAM Chi Yuen Nelson, read and studied numerous continuous professional development materials such as the Listed Issuer Regulation Newsletters and the Enforcement Bulletins published by the Stock Exchange, and information relevant to the Company or its business.

Independence

The Nomination Committee is responsible for the annual review of the independence of independent non-executive Directors according to the requirements set out in the Listing Rules and relevant members of the Nomination Committee did not participate in the review of their own independence. For a Director to be considered independent, the Nomination Committee and the Board must be satisfied that the Director does not and will not have any direct or indirect material relationship with the Group. In addition, the Company has received annual written confirmation of independence from all the independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. None of the Directors has or maintained any financial, business, family or other material/relevant relationship with any of the other Directors. In order to prevent bias in the decision-making by the independent non-executive Directors or compromise on their objectivity and independence, the Company pays director's fees of fixed amount to the independent non-executive Directors, and does not grant them any equity-based remuneration (such as share options or grants) with performance-related elements.

儘管葉樹堃先生、石禮謙先生及曾學敏女士出任獨立非執行董事超過九年，彼等沒有參與本公司的日常管理。從彼等多年來所提出的獨立、公正及具有道德操守的判斷及建議所證明，提名委員會及董事局認為彼等均具備作為獨立非執行董事所需的誠信、獨立性及經驗，並以全體股東的利益為董事局帶來觀點及貢獻。

經綜合考慮各獨立非執行董事對本公司的整體貢獻及服務，並根據提名委員會的檢討結果，董事局認為所有獨立非執行董事均屬獨立人士。

本公司已經設立多種不同渠道，鼓勵獨立非執行董事以開誠布公的方式表達意見，並在有需要時可以保密方式溝通。年內，董事局主席與全體獨立非執行董事舉行至少一次沒有其他董事出席的會議，提倡公開積極討論文化，促進獨立非執行董事對董事局作出有效貢獻，維持建設性的關係，並確保董事局可獲得獨立非執行董事的獨立觀點和意見。於二零二二年，全體獨立非執行董事投入足夠時間履行其職責，積極參與董事局各項重大決策，聽取定期報告、財務報告審核，向本公司、董事局及董事局專門委員會充分發表獨立、富建設性及有根據的意見與觀點，對本公司的規範運行發揮重要作用，對發行人制定策略及政策作出正面貢獻，並充分維護獨立股東和利益相關方的整體利益。經綜合考慮所有相關情況，董事局認為該機制及其實施於年內為有效。

Notwithstanding that Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham and Madam ZENG Xuemin have served as independent non-executive Directors for over nine years, they do not participate in the day-to-day management of the Company. The Nomination Committee and the Board are satisfied that, as well proven by the independent, impartial and ethical judgment and advice given by them over the years, they have the required integrity, independence and experience and bring views and contribute to the Board in the interests of all shareholders to fulfil their role as independent non-executive Directors.

Upon comprehensive review of the overall contribution and service of each independent non-executive Director to the Company, and based on the review results of the Nomination Committee, the Board considered all the independent non-executive Directors as independent.

The Company has established various different channels to encourage independent non-executive Directors to express their comments in an open and honest manner and, if necessary, in a confidential manner. During the year, the Chairman of the Board held at least one meeting with all the independent non-executive Directors without the presence of other Directors to promote an open and active discussion culture, foster effective contributions of the independent non-executive Directors to the Board, maintain a constructive relationship, and ensure availability of independent views and input of the independent non-executive Directors to the Board. In 2022, all the independent non-executive Directors devoted sufficient time to fulfil their duties and responsibilities by actively participating in each major decision-making of the Board, listening to reports and audit of financial reports on a regular basis, and fully expressing independent, constructive and informed opinions and views to the Company, the Board and its committees, which had played an important role in the Company's standardized operation, made positive contributions to the development of the Company's strategy and policies, and fully safeguarded the interests of independent shareholders and stakeholders as a whole. Upon comprehensive review of all relevant circumstances, the Board considered that such mechanism and its implementation was effective during the year.

董事局會議

董事局預期定期會晤且每年至少四次。於定期的會議之間，經理層就本集團業務的活動及發展定期向董事提供資料。在董事認為有必要的任何時候，董事可隨時全面獲取本集團的資料及獨立專業意見。

就董事局的定期會議而言，董事將在會議前至少十四天獲得書面會議通知及議程，及在會議前不少於三天於本公司的線上會議管理系統獲得會議文件。就其他會議而言，在合理及切實可行的情況下，董事局盡量獲予最早的通知。除本公司組織章程細則所容許的該等情況外，已於任何合約、交易、安排或向董事局提呈以供考慮的任何其他類別建議中擁有重大權益的董事，將須就相關決議案放棄投票且該董事不會被計入審批相關決議案的法定人數內。

各董事可提出董事局會議議題，並有自行接觸經理層的獨立途徑，以尋求進一步資料或提出查詢，本公司將盡力向董事作出迅速及全面回應。如有需要，所有董事可按合理要求在適當的情況下取得公司秘書的意見和服務或尋求獨立專業意見，以確保適用法律、規則、規例、上市規則、本公司組織章程細則、董事局會議程序等要求均獲得遵守，費用由本公司支付。

Board Meetings

The Board is expected to meet regularly and at least four times a year. Between scheduled meetings, the senior management provides information to Directors on a regular basis regarding the activities and development in the businesses of the Group. The Directors shall have full access to information on the Group and independent professional advice at all times whenever considered necessary by the Directors.

With respect to regular meetings of the Board, the Directors will receive written notice and an agenda of the meeting at least fourteen days in advance, and obtain Board papers on the Company's online meeting management system no less than three days prior to the meeting. For other meetings, Directors are given as much advance notice as reasonable and practicable in the circumstances. Except for those circumstances permitted by the Articles of Association of the Company, a Director who has a material interest in any contract, transaction, arrangement or any other kind of proposal put forward to the Board for consideration shall abstain from voting on the relevant resolution and such Director shall not be counted for quorum determination purposes.

Each Director may propose agenda for the Board meetings, and have separate and independent access to the senior management to seek further information or make enquiries. The Company shall make prompt and full responses to the Directors if possible. Where necessary, all Directors may have access to the advice and services of the Company Secretary or seek independent professional advice in appropriate circumstances upon reasonable request at the Company's expense to ensure that applicable laws, rules, regulations, the Listing Rules, the Articles of Association of the Company, the meeting procedures of the Board and other requirements are followed.

於二零二二年，董事局舉行了八次會議。該等會議的出席情況如下：

During 2022, eight meetings were held by the Board. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
執行董事		
紀友紅	Executive Director JI Youhong	8/8
非執行董事		
朱平	Non-executive Directors ZHU Ping	8/8
陳康仁	CHEN Kangren	8/8
楊長毅	YANG Changyi	8/8
李福利 (於二零二二年 五月六日辭任)	LI Fuli (<i>resigned with effect from 6 May 2022</i>)	3/3
獨立非執行董事		
葉樹堃	Independent non-executive Directors IP Shu Kwan Stephen	8/8
石禮謙	SHEK Lai Him Abraham	8/8
曾學敏	ZENG Xuemin	8/8
吳錦華 (於二零二二年 六月二十九日獲委任)	NG Kam Wah Webster (<i>appointed with effect from 29 June 2022</i>)	3/3
林智遠 (於二零二二年 六月二十九日辭任)	LAM Chi Yuen Nelson (<i>resigned with effect from 29 June 2022</i>)	5/5

企業管治報告

CORPORATE GOVERNANCE REPORT

二零二二年召開的董事局會議審議通過事項主要包括董事局主席、董事、董事局專門委員會主席及成員、授權代表、公司秘書、首席財務官及其他高級管理人員之變更；董事局職權實施方案；向股東大會建議修訂本公司組織章程大綱及細則；董事局專門委員會的設置及名稱之變更；董事局會議議事規則、董事局專門委員會職權範圍書、董事局成員多元化政策、落實董事局職權的多項相關管理制度、本公司合規管理制度及多項內部審計制度之制定或修訂；新材料事業部之設置；年度商業計劃(含總裁年度工作報告)、年度投資計劃、年度財務預算、年度融資計劃、年度擔保計劃、年度捐贈計劃、年度審計項目計劃及其調整、董事局年度工作報告、年度投資後評價報告、年度內審工作總結報告、工資總額年度預決算方案；二零二一年度法治合規工作報告、內控體系工作報告、風險管理及內控評價工作匯報；二零二一年年報(含二零二一年環境及社會責任報告)、二零二二年中期報告、二零二二年第一和第三季度財務報告及業績公告之發佈；執行董事及經理層的二零二一年度經營業績評價結果、激勵分配方案、二零二一年度獎金發放、二零二二年度和任期經營業績責任書；獨立核數師及獨立非執行董事的薪酬；本集團若干投資及出售項目和持續關連交易；本公司香港股份過戶登記處、香港總部地址及主要營業地點之變更；本公司銀行賬戶及簽字授權人之變更；以及總裁辦公會行使董事局授權決策事項、董事局決議執行情況匯報等事項。

The matters considered and approved in the Board meeting held in 2022 mainly include changes of Chairman of the Board, Directors, chairmen and members of the Board committees, authorised representatives, Company Secretary, the Chief Financial Officer and other senior management; implementation plan of duties and powers of the Board; proposal to the general meeting for amendments to the Memorandum and Articles of Association of the Company; changes of the establishment and names of the Board committees; formulation or amendments to the procedures for Board meetings, terms of reference for the Board committees, Board Diversity Policy, various relevant management policies for implementation of duties and powers of the Board, the compliance management policy and various internal audit policies of the Company; establishment of New Materials Business Division; annual business plan (inclusive of annual work report of the Chief Executive Officer), annual investment plan, annual financial budget, annual financing plan, annual guarantee plan, annual donation plan, annual internal audit plan and its adjustments, the Board's annual work report, annual post-investment evaluation report, annual internal audit work conclusion report and proposals for annual budget and final accounts of total remunerations; legal and compliance work report, internal control system work report, risk management and internal control evaluation work report for 2021; publication of annual report 2021 (inclusive of Environmental and Social Responsibility Report 2021), interim report 2022, the first and third quarterly financial reports in 2022, and results announcements; appraisal results of operating performance in 2021, proposal for incentives allocation, bonus payment for 2021, and operating performance pledges for 2022 and tenure of executive Director and the senior management; remunerations of independent auditor and independent non-executive Directors; certain investment and disposal projects and continuing connected transactions of the Group; changes of Hong Kong share registrar, address of Hong Kong headquarters and principal place of business of the Company; changes of the bank accounts and authorised bank signatories of the Company; as well as reports on the matters decided by Chief Executive Officer's meetings under the Board's delegation and the execution status of the Board's resolutions, etc.

主席及總裁的角色及職能

主席

主席與總裁的職權乃分開的。該等責任的劃分有助加強其獨立性及問責性。主席負責領導及監察董事局發揮「定戰略、作決策、防風險」的職能，以確保董事局有效運作且履行應有職責，並及時討論所有重要及適事項項。主席亦負責設定並批准每次董事局會議議程，當中已考慮過其他董事及公司秘書所建議的事項（如適用）。在董事會辦公室及公司秘書的支持下，主席力求確保全體董事適當獲悉董事局會議上當前的事項和及時獲得充分而準確、清晰、完備及可靠的資訊。

主席亦主要負責確保本公司制定良好的企業管治常規及程序，鼓勵所有董事全力投入董事局事務，並以身作則，確保董事局行事符合本集團最佳利益；鼓勵持不同意見的董事均表達出本身關注的事宜、給予該等事宜充足時間討論，以及確保董事局的決定能公正反映董事局的共識；提倡公開、積極討論的文化，促進董事（特別是執行董事）對董事局作出有效貢獻，並確保執行董事與非執行董事之間維持建設性的關係。主席每年與獨立非執行董事舉行不少於一次沒有其他董事出席的當面會議。在主席的領導下，董事局已遵守企業管治常規及程序，並已採取適當步驟確保與股東及其他利益相關方有效溝通，並將股東意見傳達至整個董事局。

ROLES AND FUNCTIONS OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Chairman

The roles of the Chairman are segregated from the Chief Executive Officer. Such division of responsibilities helps to reinforce their independence and accountability. The Chairman is responsible for providing leadership to, and overseeing the Board's functions of "formulating strategies, making decisions and preventing risks" to ensure that the Board works effectively and performs its responsibilities and that all key and appropriate issues are discussed by the Board in a timely manner. The Chairman is also responsible for drawing up and approving the agenda for each Board meeting upon considering, where appropriate, matters proposed by the other Directors and the Company Secretary. With the support of the Board Office and the Company Secretary, the Chairman strives to ensure that all Directors are properly informed of issues arising at Board meetings and provided in a timely manner with adequate information which is accurate, clear, complete and reliable.

The Chairman also takes primary responsibility for ensuring that good corporate governance practices and procedures are established, and encourages all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that the Board acts in the best interests of the Group. Directors with different views are encouraged to voice their concerns, with sufficient time allowed for discussion of issues to ensure that Board decisions fairly reflect Board consensus. A culture of openness and debate is promoted by facilitating the effective contribution of non-executive Directors in particular and ensuring constructive relations between executive and non-executive Directors. The Chairman holds physical meetings with the independent non-executive Directors without the presence of other Directors not less than once a year. The Board, under the leadership of the Chairman, has complied with the corporate governance practices and procedures and has taken appropriate steps to ensure effective communication with shareholders and other stakeholders and to communicate shareholders' views to the Board as a whole.

此外，根據董事局授權管理制度，主席可在授權範圍內行使部份董事局職權。對董事局授權主席決策事項，主席一般應通過召開專題會議集體研究討論，並向董事局定期報告授權行使情況，重要情況及時報告。

當主席在休假期間而主席的正常職能未能執行，董事局可挑選另外一名董事擔當替任主席的崗位，直至主席回復執行其正常職能或新主席被董事局選拔及委任，惟受限於適用法律、規則、規例以及本公司組織章程細則之遵守。

總裁

總裁負責帶領本公司高級管理人員，發揮「謀經營、抓落實、強管理」的經營管理作用。

總裁行使本公司組織章程細則規定的職權，包括但不限於主持本公司日常經營管理工作、擬訂經營方案、制定具體規章制度等。此外，根據董事局授權管理制度，總裁可在授權範圍內行使部份董事局職權。對董事局授權總裁決策事項，總裁一般應通過總裁辦公會的集體形式進行研究討論，並向董事局定期報告授權行使情況。

In addition, according to the delegation management policy of the Board, the Chairman may execute some of the duties and powers of the Board within the scope of delegation. The decision-making matters delegated by the Board to the Chairman shall generally be studied and discussed collectively in the Chairman's themed meetings. The Chairman shall report to the Board on the execution of delegated powers on a regular basis, and important matters shall be reported in a timely manner.

When the Chairman is on leave and the normal functions of the Chairman cannot be carried out, the Board may choose another Director to take the role as the acting Chairman until the Chairman resumes carrying out his normal duties or a new Chairman has been elected and appointed by the Board, subject to compliance with applicable laws, rules, regulations and the Articles of Association of the Company.

Chief Executive Officer

The Chief Executive Officer is responsible for leading the senior management of the Company to serve the roles of operational management in "making operating plans, seeing to their implementation and strengthening management".

The Chief Executive Officer executes the duties and powers required by the Articles of Association of the Company, including but not limited to the management of the day-to-day operations of the Company, preparation of operating plans, and formulation of specific policies and systems. In addition, according to the delegation management policy of the Board, the Chief Executive Officer may execute some of the duties and powers of the Board within the scope of delegation. The decision-making matters delegated by the Board to the Chief Executive Officer shall generally be studied and discussed collectively in the Chief Executive Officer's meetings, and the Chief Executive Officer shall report to the Board on the execution of delegated powers on a regular basis.

總裁直接負責維持本集團的經營表現。彼亦與首席財務官及高級管理人員共事，向董事局提呈年度商業計劃、年度投資計劃、年度財務預算、年度融資計劃、年度擔保計劃以供考慮及批准，並確保董事局獲得有關本集團在業務方面的資金需求的所有必要資料及資金需求得到滿足。彼密切監察業務的營運及財務業績以比對有關的規劃及預算，如有必要會採取補救行動。彼與主席及全體董事定期溝通以令彼等能知悉所有主要業務的發展及事項。

董事局專門委員會

本公司於二零零九年九月二日成立提名委員會、薪酬與考核委員會（於二零二二年三月十八日前稱薪酬委員會）及審核委員會，於二零一二年二月二十九日成立風險與合規委員會（於二零二二年三月十八日前稱企業管治委員會），並於二零二二年三月十八日成立戰略與投資委員會。於二零一零年一月十三日成立的執行委員會，自二零二二年三月十八日起撤銷。

根據上市規則及其職權範圍書，董事局各專門委員會向董事局匯報其建議，並與董事局保持有效及具建設性的溝通，協助董事局作出科學決策，提升董事局工作效率。本公司向董事局各專門委員會提供充足資源以履行其職責，如有需要，董事局各專門委員會按合理要求，可在適當的情況下尋求獨立專業意見，費用由本公司支付。

The Chief Executive Officer is directly responsible for maintaining the operational performance of the Group. He also works with the Chief Financial Officer and the senior management and presents annual business plan, annual investment plan, annual financial budget plan, annual financing plan and annual guarantee plan to the Board for consideration and approval, and ensures that the Board is provided with all the necessary information relating to the funding requirements of the businesses of the Group and that the funding requirements are met. He closely monitors the operating and financial results of the businesses against the relevant plans and budgets, and takes remedial action if necessary. He communicates regularly with the Chairman and all Directors to keep them fully informed of all major business development and issues.

BOARD COMMITTEES

The Company established the Nomination Committee, the Remuneration and Appraisal Committee (formerly known as the Remuneration Committee prior to 18 March 2022) and the Audit Committee on 2 September 2009, the Risk and Compliance Committee (formerly known as the Corporate Governance Committee prior to 18 March 2022) on 29 February 2012, and the Strategy and Investment Committee on 18 March 2022. The Executive Committee established on 13 January 2010 was abolished with effect from 18 March 2022.

According to the Listing Rules and their terms of reference, each Board committee reports its recommendations to the Board and maintains effective and constructive communications with the Board to assist the Board in making scientific decisions and enhance the Board's work efficiency. Each Board committee is provided with sufficient resources to perform its duties. Where necessary, each Board committee may seek independent professional advice in appropriate circumstances upon reasonable request at the Company's expense.

戰略與投資委員會

自二零二二年三月十八日成立以來，戰略與投資委員會的成員發生以下變更。自二零二二年五月六日起，(1)李福利先生辭任戰略與投資委員會主席；及(2)紀友紅先生獲委任為戰略與投資委員會主席。自二零二三年四月十八日起，景世青先生獲委任為戰略與投資委員會成員。於本報告日期，戰略與投資委員會由兩名執行董事(紀友紅先生及景世青先生)，三名非執行董事(朱平先生、陳康仁及楊長毅先生)，及一名獨立非執行董事(曾學敏女士)組成，由紀友紅先生擔任主席。

戰略與投資委員會的職權範圍已上載至聯交所及本公司網站。戰略與投資委員會的職權包括但不限於：研究本公司戰略規劃、經營計劃、投資計劃、投資及處置項目、年度投資後評價報告，戰略管理及投資管理的一級規章制度之制定、修訂及檢討，樹立完善企業文化、本公司自身理念、體系願景、使命、價值觀等方面事項，並向董事局提出建議。

STRATEGY AND INVESTMENT COMMITTEE

Since its establishment on 18 March 2022, the following changes to members of the Strategy and Investment Committee have taken place. With effect from 6 May 2022, (1) Mr. LI Fuli resigned as the Chairman and a member of the Strategy and Investment Committee; and (2) Mr. JI Youhong was appointed as the Chairman of the Strategy and Investment Committee. With effect from 18 April 2023, Mr. JING Shiqing has been appointed as a member of the Strategy and Investment Committee. As at the date of this report, the Strategy and Investment Committee comprises two executive Directors, namely, Mr. JI Youhong and Mr. JING Shiqing, three non-executive Directors, namely, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi, and an independent non-executive Director, namely, Madam ZENG Xuemin, and is chaired by Mr. JI Youhong.

The terms of reference for the Strategy and Investment Committee have been uploaded to the websites of the Stock Exchange and the Company. The duties of the Strategy and Investment Committee include but are not limited to: studying and making recommendations to the Board on the strategic plans, operating plans, investment plans, investment and disposal projects, annual post-investment evaluation report of the Company, the formulation, amendment and review of the primary management policies in terms of strategic management and investment management, shaping and refining corporate culture, the Company's own philosophy, systemic visions, missions and values, etc.

於二零二二年，戰略與投資委員會舉行了四次會議，審議並向董事局建議本集團若干投資及處置項目、二零二一年度投資後評價報告、本公司投資管理制度之修訂等事項。該等會議的出席情況如下：

During 2022, four meetings were held by the Strategy and Investment Committee to consider and make recommendations to the Board on certain investment and disposal projects of the Group, the annual post-investment evaluation report 2021, and amendments to the investment management policy of the Company, etc. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
紀友紅	JI Youhong	4/4
朱平	ZHU Ping	4/4
陳康仁	CHEN Kangren	4/4
楊長毅	YANG Changyi	4/4
曾學敏	ZENG Xuemin	4/4
李福利(於二零二二年五月六日辭任)	LI Fuli (resigned with effect from 6 May 2022)	0/0

提名委員會

自二零二二年以來，提名委員會的成員發生以下變更。自二零二二年五月六日起，(1)李福利辭任提名委員會主席；及(2)紀友紅先生獲委任為提名委員會主席。自二零二二年六月二十九日起，(1)林智遠先生辭任提名委員會成員；及(2)吳錦華先生獲委任為提名委員會成員。於本報告日期，提名委員會由一名執行董事紀友紅先生、一名非執行董事朱平先生以及三名獨立非執行董事(葉樹堃先生、石禮謙先生及吳錦華先生)組成，由紀友紅先生擔任主席，獨立非執行董事成員佔大多數。

提名委員會的職權範圍已上載至聯交所網站及本公司網站。

NOMINATION COMMITTEE

Since 2022, the following changes to members of the Nomination Committee have taken place. With effect from 6 May 2022, (1) Mr. LI Fuli resigned as the Chairman of the Nomination Committee; and (2) Mr. JI Youhong was appointed as the Chairman of the Nomination Committee. With effect from 29 June 2022, (1) Mr. LAM Chi Yuen Nelson resigned as a member of the Nomination Committee; and (2) Mr. NG Kam Wah Webster was appointed as a member of the Nomination Committee. As at the date of this report, the Nomination Committee comprises one executive Director, Mr. JI Youhong, one non-executive Director, Mr. ZHU Ping, and three independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham and Mr. NG Kam Wah Webster, and is chaired by Mr. JI Youhong. The majority of its members are independent non-executive Directors.

The terms of reference for the Nomination Committee have been uploaded to the websites of the Stock Exchange and the Company.

董事局成員多元化政策

根據上市規則最新規定，於二零二二年，董事局修訂並已妥為及有效實施本公司董事局成員多元化政策。董事委任堅持德才兼備與多元化原則相結合，由不同年齡及服務年期的董事組成多元化的董事局，並結合本公司實際逐漸提高董事局女性成員佔比，保障董事局科學決策，助力本公司維持核心競爭力及可持續發展。提名委員會每年檢討董事局架構、人數及組成(包括技能、知識、經驗、多元化等方面)，並就委任新董事向董事局提出建議。董事局多元化的範圍包含專業背景、才能、技能、知識、地區及行業經驗、性別、年齡、文化和教育背景、族裔、服務年期、獨立非執行董事的獨立性等方面，以及董事局或提名委員會不時決定補充、擴展的其他素質。

此外，提名委員會每年研究董事局成員多元化的可計量目標及執行時間表，並向董事局提出建議。截至二零二二年底，董事局成員共8人，其中女性董事1人，已達到董事局成員性別多元化；本公司經理層成員10人，其中女性經理層成員1人；本公司女性員工佔比約17%。二零二三年目標女性董事人數、女性經理層成員人數及女性員工佔比維持不變。

在本集團經營的建材行業中，女性員工佔比一般偏低。本公司持續開展女性員工關愛工作，嚴格落實女性員工孕產期、哺乳期休假規定，並組織形式多樣的專家講座和文娛活動關愛女員工身心健康，保障女性員工擁有平等的薪酬福利水平和職業發展機會，增進其幸福感和獲得感。

Board Diversity Policy

According to the latest requirements of the Listing Rules, in 2022, the Board amended and had properly and effectively implemented the Board Diversity Policy of the Company. Appointment of Directors shall adhere to both the high standard of moral integrity and competence and the principles of diversity. Directors of different ages and length of service shall form a diverse Board, and the proportion of female members in the Board shall be gradually increased upon due consideration of the actual circumstances of the Company to secure scientific decision-making of the Board and facilitate the Company to maintain its core competitiveness and sustainable development. The Nomination Committee reviews the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board annually, and makes recommendations to the Board on the appointment of new Directors. The scope of Board diversity includes professional background, talents, skills, knowledge, regional and industrial experience, gender, age, cultural and educational background, ethnicity, length of service, the independence of independent non-executive Directors, etc., and any other qualities which the Board or the Nomination Committee determine to supplement or expand from time to time.

In addition, the Nomination Committee formulates measurable objectives for Board diversity and its timetable for implementation on an annual basis and makes recommendations to the Board. As of the end of 2022, there was 1 female among 8 Directors, which had achieved gender diversity of the Board members; there was 1 female among 10 senior management members of the Company; and female employees represented approximately 17% in the workforce of the Company. In 2023, the number of female Director, the number of female senior management and the female gender ratio in the workforce are targeted to remain unchanged.

The female gender ratio in the workforce is relatively low in general in the building materials industry which the Group operates. The Company continues to care for its female employees by strictly implementing provisions on maternity and breastfeeding leave for female employees and organizing various forms of expert lectures and recreational activities to care for the physical and mental health of female employees to safeguard the equal levels of remuneration and benefits and career development opportunities of female employees and improve their happiness and sense of gain.

提名政策

提名政策載列提名委員會就合適董事人選採納的提名程序，以及遴選和推薦的流程和準則。

提名委員會在評估董事人選的合適性時將考慮：品格與誠信；各方面的素質，包括但不限於性別、年齡、文化及教育背景、種族、專業資格、學歷、技能、知識、專長、與本集團業務及企業戰略相關的經驗及成就；投入充足時間且有效地履行董事局及相關董事局專門委員會成員職責的承諾；根據上市規則，有關董事局需包括獨立非執行董事的規定，以及參考上市規則內列明有關該等候選人是否被視為獨立的指引；董事局成員多元化政策及任何由提名委員會所採納以達致董事局成員多元化的可計量目標；及適用於本集團的其他各項因素。上述因素只供參考，並不旨在涵蓋所有因素。

提名委員會依據上述準則物色及挑選董事人選，並邀請董事局成員提名人選(如有)供提名委員會考慮。提名委員會可使用任何認為適當評估人選的流程，其中可能包括個人訪談、背景調查、陳述或由候選人及第三方提供之書面參考。

股東亦可提名參選董事的人選，有關詳情載列於本報告股東提名他人參選董事的程序一節。任何經由股東提名就於本公司股東大會上選舉為董事的人士，提名委員會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事，並且，提名委員會及／或董事局應就於股東大會上參選董事向股東提出建議(如適用)。

Nomination Policy

The Nomination Policy sets out the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend suitable candidates of directorship.

In assessing the suitability of a candidate as Director, the Nomination Committee would consider character and integrity; qualities in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional and educational qualifications, skills, knowledge, expertise, experience and accomplishment that are relevant to the Group's business and corporate strategy; commitment to devote adequate time to effectively discharge duties as a member of the Board and relevant Board committees; requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules; the Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and such other perspectives applicable to the Group. These factors are for reference only, and not meant to be exhaustive.

The Nomination Committee shall identify and select candidates as Directors pursuant to the criteria as set out above, and invite nominations of candidates from Board members, if any, for consideration by the Nomination Committee. The Nomination Committee may use any process it deems appropriate to evaluate the candidates, which may include personal interviews, background checks, presentations or written submissions by the candidates and third party references.

A shareholder may also propose a person for election as a Director, details of which are set out in the section on procedures for shareholders to nominate a person for election as a Director of this report. For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to shareholders in respect of the proposed election of Director at the general meeting.

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提名委員會應檢討退任董事對本公司的整體貢獻及服務，並確定退任董事是否仍然符合上述準則。提名委員會及／或董事局應就於股東大會上重選董事向股東提出建議。

此外，提名委員會就總裁及經理層的聘任及解聘向董事局提出建議。

於二零二二年，提名委員會舉行了五次會議，以檢討董事局的架構、人數、組成及多元化，評估獨立非執行董事的獨立性，向董事局建議董事局主席、董事、董事局專門委員會主席及成員、授權代表、公司秘書、首席財務官及其他高級管理人員之變更以及制定落實董事局的經理層成員選聘權之相關管理制度等事項。該等會議的出席情況如下：

The Nomination Committee shall review the overall contribution and service to the Company of the retiring Directors and determine whether the retiring Directors continues to meet the criteria as set out above. The Nomination Committee and/or the Board shall then make recommendations to shareholders in respect of the proposed re-election of Directors at the general meeting.

In addition, the Nomination Committee shall make recommendation to the Board on the appointment and removal of the Chief Executive Officer and the senior management.

In 2022, five meetings were held by the Nomination Committee to review the structure, size, composition and diversity of the Board, assess the independence of independent non-executive Directors, and make recommendations to the Board on changes of Chairman of the Board, Directors, chairmen and members of the Board committees, authorised representative, Company Secretary, the Chief Financial Officer and other senior management, as well as formulation of relevant management policies for implementation of duties and powers of the Board regarding the appointment of senior management, etc. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
紀友紅 (於二零二二年五月六日獲委任)	JI Youhong (appointed with effect from 6 May 2022)	3/3
朱平	ZHU Ping	5/5
葉澍堃	IP Shu Kwan Stephen	5/5
石禮謙	SHEK Lai Him Abraham	5/5
吳錦華 (於二零二二年六月二十九日獲委任)	NG Kam Wah Webster (appointed with effect from 29 June 2022)	1/1
李福利 (於二零二二年五月六日辭任)	LI Fuli (resigned with effect from 6 May 2022)	2/2
林智遠 (於二零二二年六月二十九日辭任)	LAM Chi Yuen Nelson (resigned with effect from 29 June 2022)	4/4

薪酬與考核委員會

自二零二二年以來，薪酬與考核委員會的成員發生以下變更。自二零二二年五月六日起，(1) 李福利辭任薪酬與考核委員會成員；及(2) 陳康仁先生獲委任為薪酬與考核委員會成員。自二零二二年六月二十九日起，(1) 林智遠先生辭任薪酬與考核委員會成員；及(2) 吳錦華先生獲委任為薪酬與考核委員會成員。於本報告日期，薪酬與考核委員會由一名非執行董事陳康仁先生及全體獨立非執行董事(葉澍堃先生、石禮謙先生、曾學敏女士及吳錦華先生)組成，並由石禮謙先生擔任主席，獨立非執行董事成員佔大多數。

薪酬與考核委員會的職權範圍已上載至聯交所及本公司網站。薪酬與考核委員會的職責包括但不限於：就其他執行董事的薪酬建議諮詢董事局主席及／或總裁；就董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制定薪酬政策，向董事局提出建議；向董事局建議董事薪酬待遇；考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以及因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，並確保該等安排合理適當；組織擬訂本公司人力資源管理一級管理制度、高級管理人員的經營業績考核辦法和薪酬管理辦法，以及建立健全約束機制，並向董事局提出建議；及組織開展高級管理人員的經營業績考核，向董事局建議考核結果及薪酬分配方案。

REMUNERATION AND APPRAISAL COMMITTEE

Since 2022, the following changes to members of the Remuneration and Appraisal Committee have taken place. With effect from 6 May 2022, (1) Mr. LI Fuli resigned as a member of the Remuneration and Appraisal Committee; and (2) Mr. CHEN Kangren was appointed as a member of the Remuneration and Appraisal Committee. With effect from 29 June 2022, (1) Mr. LAM Chi Yuen Nelson resigned as a member of the Remuneration and Appraisal Committee; and (2) Mr. NG Kam Wah Webster was appointed as a member of the Remuneration and Appraisal Committee. As at the date of this report, the Remuneration and Appraisal Committee comprises one non-executive Director, Mr. CHEN Kangren, and all the independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. NG Kam Wah Webster, and is chaired by Mr. IP Shu Kwan Stephen. The majority of its members are independent non-executive Directors.

The terms of reference for the Remuneration and Appraisal Committee have been uploaded to the websites of the Stock Exchange and the Company. The duties of the Remuneration and Appraisal Committee include but are not limited to: consulting the Chairman of the Board and/or the Chief Executive Officer about the remuneration proposals for other executive Directors; making recommendations to the Board on the policy and structure for remunerations of all Director and the senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; making recommendations to the Board on the remuneration packages of Directors; considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; making recommendations to the Board on review and approval of compensation payable to executive Directors and the senior management for any loss or termination of office or appointment, and compensation arrangements relating to dismissal or removal of Directors for misconduct and ensuring that such arrangements are reasonable and appropriate; organizing and making recommendations to the Board on the formulation of primary human resources management policies, rules on operating performance appraisals and rules on the management of remuneration of the senior management of the Company, as well as the establishment of comprehensive constraint mechanisms; and organizing and launching operating performance appraisals on the senior management, and making recommendations to the Board on the appraisal results and proposals for remuneration allocation.

企業管治報告 CORPORATE GOVERNANCE REPORT

於二零二二年，薪酬與考核委員會舉行了兩次會議，向董事局建議本公司工資總額年度預決算方案、獨立非執行董事的薪酬、執行董事及經理層的二零二一年度經營業績評價結果、激勵分配方案、二零二一年度獎金發放、二零二二年度和任期經營業績責任書，以及制定落實董事局的經理層業績考核權、經理層薪酬管理權、職工工資分配管理權之多項相關管理制度等事項。該等會議的出席情況如下：

In 2022, two meetings were held by the Remuneration and Appraisal Committee to make recommendations to the Board on proposals for annual budget and final accounts of total remunerations of the Company, remuneration of independent non-executive Directors, appraisal results of operating performance in 2021, proposal for incentives allocation, bonus payment for 2021, and operating performance pledges for 2022 and tenure of executive Director and the senior management, as well as formulation of various relevant management policies for implementation of duties and powers of the Board regarding evaluating the performance of the senior management, managing the remunerations of the senior management, and managing the allocation of remunerations of the employees. Attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
石禮謙	SHEK Lai Him Abraham	2/2
陳康仁(於二零二二年五月六日 獲委任)	CHEN Kangren (<i>appointed with effect from 6 May 2022</i>)	2/2
葉樹堃	IP Shu Kwan Stephen	2/2
曾學敏	ZENG Xuemin	2/2
吳錦華(於二零二二年六月二十九日 獲委任)	NG Kam Wah Webster (<i>appointed with effect from 29 June 2022</i>)	1/1
李福利(於二零二二年五月六日辭任)	LI Fuli (<i>resigned with effect from 6 May 2022</i>)	0/0
林智遠(於二零二二年六月二十九日 辭任)	LAM Chi Yuen Nelson (<i>resigned with effect from 29 June 2022</i>)	1/1

審核委員會

自二零二二年以來，審核委員會的成員發生以下變更。自二零二二年六月二十九日起，(1)林智遠先生辭任審核委員會主席；及(2)吳錦華先生獲委任為審核委員會主席。於本報告日期，審核委員會由一名非執行董事(楊長毅先生)及全體獨立非執行董事(葉澍堃先生、石禮謙先生、曾學敏女士及吳錦華先生)組成，並由吳錦華先生擔任主席，獨立非執行董事成員佔大多數。

審核委員會的職權範圍已上載至聯交所及本公司網站。審核委員會的職責包括但不限於：按適用的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；商討中期及年終核數出現的問題及保留意見，以及外聘核數師希望能商討的任何事項；監察本集團財務報表、年度報告及賬目、中期報告及季度報告的完整性，並審閱其中有關財務申報的重大意見；檢討本集團的財務報告制度；及確保內部審核功能在本集團內部有足夠資源運作及有適當地位，並檢討及監察其成效。自二零二二年三月十八日起，檢討本集團風險管理及內部監控系統的職責已移交予風險與合規委員會。

AUDIT COMMITTEE

Since 2022, the following changes to members of the Audit Committee have taken place. With effect from 29 June 2022, (1) Mr. LAM Chi Yuen Nelson resigned as the Chairman of the Audit Committee; and (2) Mr. NG Kam Wah Webster was appointed as the Chairman of the Audit Committee. As at the date of this report, the Audit Committee comprises one non-executive Director, Mr. YANG Changyi, and all the independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. NG Kam Wah Webster, and is chaired by Mr. NG Kam Wah Webster. The majority of its members are independent non-executive Directors.

The terms of reference for the Audit Committee have been uploaded to the websites of the Stock Exchange and the Company. The duties of the Audit Committee include but are not limited to: reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; discussing issues and qualifications arising from the interim and final audits, and any matters the external auditor may wish to discuss; monitoring integrity of the Group's financial statements, annual reports and accounts, half-year reports and quarterly reports, and reviewing significant financial reporting judgments contained in them; reviewing the Group's financial reporting system; and ensuring that the internal audit function is adequately resourced and has appropriate standing within the Group, and reviewing and monitoring its effectiveness. With effect from 18 March 2022, the duties for reviewing the Group's risk management and internal control systems had been transferred to the Risk and Compliance Committee.

企業管治報告 CORPORATE GOVERNANCE REPORT

於二零二二年，審核委員會舉行了七次會議，以審閱本集團截至二零二一年十二月三十一日止年度、截至二零二二年三月三十一日止三個月、截至二零二二年六月三十日止六個月及截至二零二二年九月三十日止九個月的財務報表及業績公告、二零二一年年報、二零二二年年中期報告、二零二一年度內控體系工作報告、二零二一年度風險管理及內控評價工作匯報、年度財務預算、年度融資計劃、年度擔保計劃、年度捐贈計劃、年度審計項目計劃及其調整、年度內審工作總結報告；檢討本集團的持續關連交易、風險管理及內部監控系統、本公司內部審核職能的有效性、外聘核數師的獨立性，並就獨立核數師的委任及薪酬、制定落實董事局的重大財務管理權之各項相關管理制度等事項向董事局提出建議。該等會議的出席情況如下：

In 2022, seven meetings were held by the Audit Committee to review the financial statements and results announcements of the Group for the year ended 31 December 2021, the three months ended 31 March 2022, the six months ended 30 June 2022 and the nine months ended 30 September 2022, annual report 2021, interim report 2022, the internal control system work report 2021, risk management and internal control evaluation work report 2021, annual financial budget, annual financing plan, annual guarantee plan, annual donation plan, annual internal audit plan and its adjustments, and annual internal audit work conclusion report; review the continuing connected transactions of the Group, the risk management and internal control systems, the effectiveness of the Company's internal audit function and the independence of the external auditor; and make recommendations to the Board on the appointment and remuneration of independent auditor and formulation of various relevant management policies for implementation of duties and powers of the Board regarding the management of material financial matters, etc. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
吳錦華 (於二零二二年六月二十九日 獲委任)	NG Kam Wah Webster (appointed with effect from 29 June 2022)	3/3
楊長毅	YANG Changyi	7/7
葉澍堃	IP Shu Kwan Stephen	7/7
石禮謙	SHEK Lai Him Abraham	7/7
曾學敏	ZENG Xuemin	7/7
林智遠 (於二零二二年六月二十九日 辭任)	LAM Chi Yuen Nelson (resigned with effect from 29 June 2022)	4/4

風險與合規委員會

自二零二二年以來，風險與合規委員會的成員發生以下變更。自二零二二年三月十八日起，(1)紀友紅不再擔任風險與合規委員會成員；及(2)朱平先生獲委任為風險與合規委員會成員。自二零二二年六月二十九日起，(1)林智遠先生辭任風險與合規委員會成員；及(2)吳錦華先生獲委任為風險與合規委員會成員。於本報告日期，風險與合規委員會由兩名非執行董事(朱平先生及陳康仁先生)以及三名獨立非執行董事(葉樹堃先生、石禮謙先生及吳錦華先生)組成，並由葉樹堃先生擔任主席，獨立非執行董事成員佔大多數。

風險與合規委員會的職權範圍已上載至聯交所及本公司網站。本公司意識到良好企業管治常規的重要性，並努力透過發展、檢討及監察本公司企業管治的政策及常規、操守守則及適用於本公司董事及僱員之合規手冊，確保遵守企業管治的法律及監管規定。風險與合規委員會將就任何必要變更向董事局提出建議。自二零二二年三月十八日起，風險與合規委員會已承接檢討本集團風險管理(含環境、社會及管治風險)及內部監控系統的職責，對本公司的公司治理、法律合規、風險管理、內部控制的一級規章制度進行審核並向董事局提出建議。

RISK AND COMPLIANCE COMMITTEE

Since 2022, the following changes to members of the Risk and Compliance Committee have taken place. With effect from 18 March 2022, (1) Mr. JI Youhong ceased to be a member of the Risk and Compliance Committee; and (2) Mr. ZHU Ping was appointed as a member of the Risk and Compliance Committee. With effect from 29 June 2022, (1) Mr. LAM Chi Yuen Nelson resigned as a member of the Risk and Compliance Committee; and (2) Mr. NG Kam Wah Webster was appointed as a member of the Risk and Compliance Committee. As at the date of this report, the Risk and Compliance Committee comprises two non-executive Directors, namely, Mr. ZHU Ping and Mr. CHEN Kangren, and three independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham and Mr. NG Kam Wah Webster, and is chaired by Mr. IP Shu Kwan Stephen. The majority of its members are independent non-executive Directors.

The terms of reference for the Risk and Compliance Committee have been uploaded to the websites of the Stock Exchange and the Company. The Company realizes the importance of good corporate governance practice and is endeavored to ensure compliance with legal and regulatory requirements on corporate governance through the development, review and oversight of the policies and practices of the Company on corporate governance, the code of conduct and compliance manual applicable to Directors and employees of the Company. The Risk and Compliance Committee shall make recommendations to the Board with regard to any necessary changes. With effect from 18 March 2022, the Risk and Compliance Committee has been assigned the duties for reviewing the Group's risk management (including environmental, social and governance risks) and internal control systems, and shall make recommendations to the Board upon review of the primary policies and systems of the Company in the aspects of corporate governance, legal and compliance, risk management and internal control.

企業管治報告 CORPORATE GOVERNANCE REPORT

於二零二二年，風險與合規委員會舉行了四次會議，以檢討董事的培訓和持續專業發展紀錄以及本公司遵守企業管治守則的情況，審閱並向董事局建議董事局職權實施方案、本公司組織章程大綱及細則修訂方案、董事局專門委員會的設置及名稱之變更，以及董事局會議議事規則、董事局專門委員會職權範圍書、落實董事局職權的多項相關管理制度及本公司合規管理制度之制定或修訂等事項。該等會議的出席情況如下：

In 2022, four meetings were held by the Risk and Compliance Committee to review the training and continuous professional development records of Directors and the Company's compliance with the CG Code; review and make recommendations to the Board on implementation plan of duties and powers of the Board, proposal for amendments to the Memorandum and Articles of Association of the Company, changes of the establishment and names of the Board committees, as well as formulation or amendments to the procedures for Board meetings, terms of reference for the Board committees, various relevant management policies for implementation of duties and powers of the Board and the compliance management policy of the Company, etc. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
葉澍堃	IP Shu Kwan Stephen	4/4
朱平 (於二零二二年三月十八日 獲委任)	ZHU Ping (<i>appointed with effect from 18 March 2022</i>)	3/3
陳康仁	CHEN Kangren	4/4
石禮謙	SHEK Lai Him Abraham	4/4
吳錦華 (於二零二二年六月二十九日 獲委任)	NG Kam Wah Webster (<i>appointed with effect from 29 June 2022</i>)	1/1
紀友紅 (於二零二二年三月十八日 不再擔任)	JI Youhong (<i>ceased to act with effect from 18 March 2022</i>)	1/1
林智遠 (於二零二二年六月二十九日 辭任)	LAM Chi Yuen Nelson (<i>resigned with effect from 29 June 2022</i>)	3/3

執行委員會

截至二零二二年三月十八日止，原執行委員會僅由執行董事紀友紅先生組成，無法定人數召開會議。

鑒於董事局向經理層授權安排已經優化以及持續欠缺會議法定人數，董事局決議通過自二零二二年三月十八日起撤銷執行委員會。

出席股東大會

年內，本公司舉行了一次股東大會，即於二零二二年五月二十七日（星期五）於廣東深圳市南山區科苑南路2700號華潤金融大廈六樓舉行之股東週年大會。決議事項之詳情及投票表決結果分別於股東週年大會舉行前至少足20個營業日及股東週年大會結束後當天在聯交所及本公司網站發佈。

在股東週年大會上，會議主席應就每項實際獨立的事宜個別提出決議案，並授權公司秘書向股東解釋以投票方式進行表決的詳細程序及回答股東有關以投票方式表決的任何提問。

EXECUTIVE COMMITTEE

As of 18 March 2022, the then Executive Committee comprised the executive Director, Mr. Ji Youhong only and there was no quorum to hold meetings.

In view of the enhanced arrangements for the Board's delegation to the senior management as well as the continuous lack of quorum for meetings, the Board resolved to abolish the Executive Committee with effect from 18 March 2022.

ATTENDANCE AT GENERAL MEETING

During the year, the Company held one general meeting, namely, the annual general meeting, at the sixth floor, China Resources Financial Building, No. 2700 Keyuan South Road, Nanshan District, Shenzhen, Guangdong, on Friday, 27 May 2022. Details of resolutions and poll results were published on the websites of the Stock Exchange and the Company at least 20 clear business days before the annual general meeting and on the day after conclusion of the annual general meeting respectively.

At the annual general meeting, the Chairman of the meeting proposed separate resolutions for each substantially separate issues, and delegated the Company Secretary to provide explanation of the detailed procedures for conducting a poll and answer any questions from shareholders on voting by poll.

企業管治報告 CORPORATE GOVERNANCE REPORT

董事局主席、全體董事、所有董事局專門委員會主席及外聘核數師均親自或以線上方式出席本次股東週年大會。董事出席該次會議的情況如下：

Chairman of the Board, all Directors, chairmen of all Board committees and external auditors attended this annual general meeting in person or online. The attendance of the Directors at this meeting is as follows:

於二零二二年
五月二十七日
舉行的會議
Meeting held on
27 May 2022

執行董事

紀友紅

Executive Director

JI Youhong

✓

非執行董事

朱平

陳康仁

楊長毅

Non-executive Directors

ZHU Ping

CHEN Kangren

YANG Changyi

✓

✓

✓

獨立非執行董事

葉澍堃

石禮謙

曾學敏

林智遠(於二零二二年六月二十九日辭任)

Independent non-executive Directors

IP Shu Kwan Stephen

SHEK Lai Him Abraham

ZENG Xuemin

LAM Chi Yuen Nelson (resigned with effect
from 29 June 2022)

✓

✓

✓

✓

股東的重要日期

股東於二零二三年的重要日期如下：

IMPORTANT SHAREHOLDERS' DATES

The important dates for shareholders in 2023 are as follows:

計劃日期 Planned Dates	事項 Events
二零二三年四月二十八日 28 April 2023	公佈截至二零二三年三月三十一日止三個月之未經審核季度財務資料 Announcement of the unaudited quarterly financial information for the three months ended 31 March 2023
二零二三年五月十九日下午四時三十分 19 May 2023, 4:30 PM	遞交有關出席股東週年大會並於會上投票之過戶文件的最後期限 Deadline for lodging transfer documents for attendance and voting at the annual general meeting
二零二三年五月二十二日至二十五日 22–25 May 2023	舉行股東週年大會前之暫停辦理過戶手續日期 Book closure dates prior to annual general meeting
二零二三年五月二十五日 25 May 2023	股東週年大會 Annual general meeting
二零二三年五月三十一日 31 May 2023	有權收取二零二二年末期股息之股份的最後交易日 Last day of dealings in Shares with entitlement to final dividend 2022
二零二三年六月一日 1 June 2023	除淨日 Ex-entitlement date
二零二三年六月二日下午四時三十分 2 June 2023, 4:30 PM	遞交有權收取二零二二年末期股息之過戶文件的最後期限 Deadline for lodging transfer documents for entitlement to final dividend 2022
二零二三年六月五日至九日 5–9 June 2023	二零二二年末期股息之暫停辦理過戶手續日期 Book closure date for final dividend 2022
二零二三年七月十九日* 19 July 2023*	派付二零二二年末期股息 Payment of final dividend 2022
二零二三年八月十八日* 18 August 2023*	公佈截至二零二三年六月三十日止六個月之未經審核財務資料 Announcement of the unaudited financial information for the six months ending 30 June 2023
二零二三年十月二十七日* 27 October 2023*	公佈截至二零二三年九月三十日止九個月之未經審核季度財務資料 Announcement of the unaudited quarterly financial information for the nine months ending 30 September 2023

* 暫定日期

* Tentative dates

問責性與審核

財務報告

董事確認其有責任根據香港財務報告準則及香港公司條例的披露規定，為本公司編製真實及公平的年報、中期報告、季度報告及綜合財務報表。獨立核數師就其有關截至二零二二年十二月三十一日止年度的該等財務報表的申報責任而作出的聲明載列於第149頁至第156頁的獨立核數師報告。董事並不知悉任何可能嚴重影響本公司持續經營能力的重大不明朗事件或情況。

獨立核數師

審核委員會檢討及監察獨立核數師的獨立性以及審核程序的客觀性及有效性。審核委員會每年接獲獨立核數師函件，確認其獨立性及客觀性，並與獨立核數師的代表舉行會議以考慮將由其提供的審核範圍以及非審核服務(如有)的範圍及適當性。審核委員會隨後就獨立核數師的委任、重新委任、解聘、酬金及聘用條款向董事局作出建議。年內，本集團就委聘安永會計師事務所提供下文所述各類服務的政策如下：

- 審核服務 — 包括與審核本公司綜合財務報表及個別附屬公司財務報表有關的審核服務。
- 與審核有關的服務 — 包括普遍由獨立核數師提供，但一般不包括在審核費用內的服務，例如，審閱財務報表(就中期報告而言)、與併購活動有關的盡職審查及會計意見及對制度及／或程序進行內部監控審查。本集團將邀請獨立核數師提供其作為核數師必須或最能勝任的服務。

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for the preparation of the annual reports, interim reports, quarterly reports and the consolidated financial statements of the Company that give a true and fair view in accordance with Hong Kong Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. The statement by the independent auditor about its reporting responsibilities relating to the financial statements for the year ended 31 December 2022 is set out in the Independent Auditor's Report on pages 149 to 156. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

Independent Auditor

The Audit Committee reviews and monitors the independent auditor's independence and objectivity and effectiveness of the audit process. It receives each year the letter from the independent auditor confirming their independence and objectivity and holds meetings with representatives of the independent auditor to consider the scope of its audit, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee then makes recommendations to the Board on the appointment, reappointment, removal, remuneration and terms of engagement of the independent auditor. The Group's policy regarding the engagement of Ernst & Young for the various services listed below during the year is as follows:

- Audit services — include audit services provided in connection with the audit of the consolidated financial statements of the Company and the financial statements of the individual subsidiaries.
- Audit related services — include services that would normally be provided by an independent auditor but not generally included in audit fees, for example, review of financial statements for the purpose of interim report, due diligence and accounting advice relating to mergers and acquisitions and internal control reviews of systems and/or processes. The independent auditor is to be invited to undertake those services that it must or is best placed to undertake in their capacity as auditor.

- 與稅務有關的服務 — 包括所有稅務合規及稅務規劃服務，但不包括與審核有關的服務。本集團委聘獨立核數師提供其最勝任的服務，而所有其他重要的稅務相關工作則由其他適當人士負責。
- 其他服務 — 包括例如風險管理分析及評估、不涉及財務制度的諮詢以及企業管治合規評估服務等。獨立核數師亦獲准協助管理層及本集團內部審核部門就疑似違規事項進行內部調查及實情調查。該等服務須由審核委員會特別批准，方可進行。
- 一般諮詢服務 — 獨立核數師不符合資格提供一般諮詢服務。
- Taxation related services — include all tax compliance and tax planning services, except for those services which are provided in connection with the audit. The Group uses the services of the independent auditor where it is best suited. All other significant taxation related work is undertaken by other parties as appropriate.
- Other services — include, for example, risk management diagnostics and assessments, non-financial systems consultations and corporate governance compliance assessment. The independent auditor is also permitted to assist management and the Group's Internal Audit Department with internal investigations and fact-finding into alleged improprieties. These services are subject to specific approval by the Audit Committee.
- General consulting services — the independent auditor is not eligible to provide services involving general consulting work.

安永會計師事務所及其他獨立核數師有關審核本公司及附屬公司截至二零二二年十二月三十一日止年度的財務報表之費用分析載列於財務報表附註9。於截至二零二二年十二月三十一日止年度，已於該等財務報表內就應付安永會計師事務所的年度審核服務費作出6,365,000港元的撥備，本集團亦已向安永會計師事務所支付761,000港元及308,000港元分別作為二零二二年中期財務報表審閱及稅務諮詢的服務費。

An analysis of the fees of Ernst & Young and other independent auditors relating to the audit of the financial statements of the Company and subsidiaries for the year ended 31 December 2022 is shown in Note 9 to the financial statements. For the year ended 31 December 2022, a provision of HK\$6,365,000 was made in the financial statements for service fee payable to Ernst & Young for the annual audit and the Group had paid HK\$761,000 and HK\$308,000 to Ernst & Young as service fees for review of 2022 interim financial statements and tax consultation respectively.

風險管理、內部監控及合規管理

董事局全權負責並高度關注本集團的風險管理及內部監控系統以及風險評估與管理。為履行其職責，董事局力求提升本集團旗下各業務單位的風險意識，並透過制訂政策和程序，包括界定授權的基準，藉以建立一個有助識別與管理風險的架構。董事局亦審閱及監察風險管理及內部監控系統的有效性，以確保所採用的政策及程序足夠及適當。

自二零二二年起，本公司法律合規部負責統籌風險、內控、法律、合規管理工作，並定期向董事局及風險與合規委員會匯報風險、內控、法律、合規管理工作履職情況，總部各部室、各業務單位協同配合。

在風險管理方面，本公司已建立健全風險評估機制和評估標準。法律合規部定期組織各部室、各業務單位對本集團年度及中長期可能面臨的全局性、系統性風險進行風險信息收集、辨識和評估，匯總、分析形成風險清單。根據風險清單，本公司總部層面開展風險識別和評估。經董事局主席審核風險評估結果後，確定年度十大風險和管理要求，明確各項風險的歸口管理部門，制訂風險應對及管控措施，結合本公司業務及行業特點，科學合理設置風險量化監測指標，並按季度對風險變化進行動態監測，分析本公司重大風險狀況。法律合規部亦組織中期風險評估，檢討現有措施的有效性，分析風險變化趨勢，確定下半年風險管控重點；針對重大經營風險事件，及時上報、精準管控、穩妥處置。

RISK MANAGEMENT, INTERNAL CONTROL AND COMPLIANCE MANAGEMENT

The Board has overall responsibility for and is highly concerned with the Group's risk management and internal control systems, and assessment and management of risks. In meeting its responsibility, the Board seeks to increase risk awareness across the Group's business units and has put in place policies and procedures, including parameters of authority delegation, which provide a framework for the identification and management of risks. It also reviews and monitors the effectiveness of the risk management and internal control systems to ensure that the policies and procedures in place are adequate and appropriate.

Since 2022, the Legal and Compliance Department of the Company has been responsible for organizing the management works of risk, internal control, legal and compliance, and report on the execution of management works of risk, internal control, legal and compliance to the Board and the Risk and Compliance Committee on a regular basis. All department at headquarters and all business units coordinate and cooperate in the relevant works.

In terms of risk management, the Company has established a sound mechanism for risk assessment and assessment standards. The Legal and Compliance Department organizes all departments and all business units on a regular basis to carry out collection, identification and assessment of risk data regarding the overall and systemic risks which the Group may be exposed to during the year and in medium to long term, compile and prepare a list of risks upon analysis. According to the list of risks, headquarters level of the Company conducts risk identification and assessment. The annual top ten risks and management requirements are confirmed upon review on the risk assessment result by the Chairman of the Board. Specific responsible management departments for each risk shall formulate measures for tackling, managing and controlling the risks. Through integration of the business and industry characteristics of the Company, quantitative risk monitor indicators are set up scientifically and reasonably. Dynamic monitor on changes of risks is conducted every quarter to analyze the major risks of the Company. The Legal and Compliance Department also organizes interim risk assessment to review on the effectiveness of the existing measures, analyze the trend of changes of risks and confirm the keys of risk management in the second half of the year. Major operating risk incidents are reported in a timely manner for precise management and control and proper disposal.

在內控體系建設方面，本公司已建立較為規範、完善的內控體系，關鍵控制點有效，合理保證企業經營管理合法合規、資產安全、財務報告及相關信息真實完整，提高經營效率和效果，促進企業實現發展戰略。法律合規部組織總部部室及各境內外附屬公司對重點業務流程開展內控自評和監督評價工作，涵蓋水泥、混凝土和其他業務板塊，並以樣本抽查、現場檢查、結果紀錄等方式進行內控覆核。對於內控體系監督評價發現的內控缺陷進行匯總及等級認定，定期向董事局報告內控體系管理工作以及存在的重大缺陷和風險隱患情況，並制定整改計劃，通過明確責任人和完成時間，加強內控缺陷整改進度跟進，推動整改落實。同時，為促進內控體系持續優化，本公司將內控體系監督評價結果、整改情況與考核機制掛鉤，對未按規定履行內控管理與監督職責、內控缺陷嚴重、整改不到位的單位或個人進行責任追究。二零二二年，本公司內控體系整體運行良好，未發現重要和重大內部控制缺陷，未發生重大風險事件和合規事件。

In terms of the construction of internal control system, the Company has established a relatively standard and sound internal control system with effective key control points to reasonably secure legal and compliant corporate operating management, asset security, true and complete financial reports and relevant data, which has enhanced operating efficiency and efficacy to facilitate the achievement of corporate development strategy. The Legal and Compliance Department organizes headquarters departments and all onshore and offshore subsidiaries to conduct internal control self-assessment and supervision evaluation in key business processes, covering cement, concrete and other business segments. Internal control review is carried out through sampling, on-site inspections and results record. Internal control defects found in internal control system supervision evaluation are compiled and recognized with grades. Internal control management work, major defects and latent risk hazards are reported to the Board on a regular basis. Rectification plans are formulated with specific responsible persons and completion times to strengthen follow-up on the progress of rectification of internal control defects and expedite the execution of rectification. At the same time, in order to enhance the continuous optimization of the internal control system, the Company links the internal control system supervision evaluation results and rectifications with its appraisal mechanism, which holds the units or individuals accountable for the responsibilities of failure to fulfil the duties of internal control management and supervision according to requirements, serious internal control defects and improper rectifications. In 2022, the overall operation of the Company's internal control system was good, no important and major internal control defects were found and there was no occurrence of major risk incident or compliance incident.

在合規管理方面，本公司著力健全合規管理機制。二零二二年，董事局批准修訂《華潤水泥控股有限公司合規管理制度》、制定或修訂一系列配套管理制度，並決定本公司合規管理體系，建立合規審查工作機制，明確合規審查的人員、標準、流程、重點。通過梳理招採領域合規義務、確定招採領域合規審核事項、改造業務流程等，最終將合規審查作為必經程序成功嵌入非工程類採購業務流程，對關鍵節點加強合規審查，強化過程管控，並通過合規意見更正、合規裁決等，有效防範與控制採購合規風險。

此外，本公司法律合規部組織開展經營業務合規管理問題專項治理工作，要求各級單位全方位、全級次開展經營業務合規風險和違法違規問題排查，針對排查發現的問題，指導督促所涉單位深入分析、積極整改，堅持從體制機制、管理制度上剖析深層原因、找出解決路徑，做到標本兼治，保障本公司穩健經營。同時，本公司要求所有高中級管理人員完成關聯交易及對外投資入股經商辦企業申報，對敏感崗位開展違規持股、關聯交易專項排查，確保彼等不能利用職務上的權力或資源謀取私利。

儘管上述程序旨在確定與管理可能對本集團在實現其業務目標時存有不利影響的風險，但並不能保證絕對不會出現重大失實陳述、錯誤、遺漏或欺詐。

In terms of compliance management, the Company is dedicated to strengthening the compliance management mechanism. In 2022, the Board approved the amendments to the "Compliance Management Policy of China Resources Cement Holdings Limited" as well as the formulation of or amendments to a series of complement management policies, and determined the Company's compliance management system to establish compliance review working mechanism and specify personnel, standards, process and key points of compliance review. Through sorting out the compliance obligations and confirming compliance review matters in the scope of tendering procurement, and transforming the business process, compliance review has been successfully embedded in the non-construction type of procurement business process as a mandatory procedure at last. Compliance review is reinforced in key steps, management and control of process is strengthened, and procurement compliance risks are effectively prevented and controlled through correction of compliance opinions and compliance judgments.

In addition, the Legal and Compliance Department of the Company organizes and conducts special treatment on compliance management issues of operating business, requires units of all levels to carry out full-faceted and all-level investigations on issues including compliance management of operating business and violations of laws and regulations. The units involved are guided and supervised to initiate in-depth analysis and proactive rectification on the issues found during investigations, insist on dissecting root causes and finding solution paths from systems, mechanisms and management policies to address both the symptoms and the root causes and safeguard the robust operation of the Company. At the same time, the Company requires all senior and middle-level managerial staff to complete the declaration of related party transactions and external investments in shareholding, running businesses and launching enterprises. Special investigations on the sensitive roles regarding incompliant shareholding and related party transactions are conducted to ensure that they cannot seek personal gain by taking advantage of the power or resources in their office.

Whilst these procedures are designed to identify and manage risks that could adversely impact the achievement of the Group's business objectives, they do not provide absolute assurance against material misstatement, errors, omissions or fraud.

內部監控環境

董事局負責監察本集團旗下業務的整體運作。本集團的內部監控程序包括一個全面的報告系統，以向董事局匯報資料。商業計劃與財務預算方案按年編製，並須經董事局審批，作為本集團五年企業計劃週期的一部份。本集團在每月均會編製本年度的財務報告，並與原來的年度商業計劃及財務預算方案作出比較及重新審批。在編製年度商業計劃及財務預算方案與作出預測時，經理層將識別、評估與匯報業務蒙受重大風險的可能性與其潛在的財務影響。董事審閱涵蓋每個業務單位的財務業績與主要營運統計數字的月度管理報告，並且總裁每月召開總裁辦公會，與經理層審閱此等報告、業務表現與年度商業計劃及財務預算方案的比較、業務預測、重大業務風險的敏感因素與策略。

本集團為其附屬公司的運作維持中央現金管理系統。本集團已為開支的審批與控制訂立指引與程序。營運支出均須根據整體預算案作出監管，並由各個業務單位按各主管人員的職責所對應的審批水平進行內部監控。資本支出須按照已審批的年度預算案及審批程序進行全面監控，而未列入預算案的開支則須於承諾撥出之前由董事局或總裁作出更具體的監管與審批。

Internal Control Environment

The Board is responsible for monitoring the overall operations of the businesses within the Group. The Group's internal control procedures include a comprehensive system for reporting information to the Directors. Business plans and financial budget plans are prepared annually and subject to review and approval by the Board as part of the Group's five-year corporate planning cycle. Financial reports for the current year are prepared on a monthly basis, reviewed for variances to the original annual business plan and the financial budget plan and for re-approval. When preparing the annual business plan and financial budget and setting forecasts, the senior management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks. The Directors review the monthly management reports on the financial results and key operating statistics of each business unit, and the Chief Executive Officer holds monthly meetings with the senior management to review these reports, business performance against the annual business plan and financial budget plan, forecasts, significant business risk sensitivities and strategies.

The Group maintains a centralized cash management system for its subsidiaries' operations. The Group has established guidelines and procedures for the approval and control of expenditures. Operating expenses are subject to overall budget control and are controlled within each business unit with approval levels set by reference to the level of responsibility of each executive and officer. Capital expenditures are subject to overall control within the annual budget review and approval process, and more specific control and approval by the Board or the Chief Executive Officer are required for unbudgeted expenditures prior to commitment.

內部審核

本公司審計部負責內部審核、重大審計結論和整改工作，推動審計成果運用，就重大問題及整改落實情況進行研究並向審核委員會、董事局主席及經理層匯報。

視乎個別業務單位的業務性質與承受的風險，審計部的工作範圍包括對本公司業務進行定期審核和突擊搜查，以確保合規程序穩健。審計部的代表每年至少與審核委員會及獨立核數師舉行一次會議，以討論審計部的發現以及任何可能存在的潛在風險。根據年度內部審核計劃，審計部每年向審核委員會及董事局呈交年度內部審核工作報告及下一年度內部審核計劃，並於相關年末審批。審核委員會亦對本公司的內部審計制度及其實施進行檢查和評估。

舉報政策

本集團致力維護良好的企業管治，持續在各業務單位暢通員工代表大會、信訪舉報電話、信訪舉報郵箱、來訪、網絡等多元化舉報渠道，鼓勵員工及與本集團有往來者（如客戶、承辦商、供應商、債權人、債務人等）實時反饋意見和訴求並對本集團內的潛在不當事宜或不當行為作出暗中及以不具名方式的舉報。違紀違規問題均依據本公司進行嚴肅查處。

Internal Audit

The Internal Audit Department of the Company is responsible for internal audit, major audit conclusions and rectification work, promoting the application of audit results, studying on major issues and execution of rectification, and reporting the same to the Audit Committee, the Chairman of the Board and the senior management.

Depending on the nature of business and risk exposure of individual business units, the scope of work performed by the Internal Audit Department includes regular audits and dawn raids on the businesses of the Company to ensure robust compliance procedures in place. Representatives from the Internal Audit Department meet with the Audit Committee and the independent auditor at least once a year to discuss on the findings from the Internal Audit Department and any potential risks that may exist. Annual internal audit work report in accordance with the annual internal audit plan, together with the annual internal audit plan of the next year, shall be submitted by the Internal Audit Department to the Audit Committee and the Board for approval every year after the end of the relevant year. The Audit Committee also reviews and evaluates the Company's internal audit policies and their implementation.

Whistle-Blowing Policy

The Group is committed to maintaining sound corporate governance. We maintain smooth and diversified whistle-blowing channels including as employees' congress, whistle-blowing hotlines, whistle-blowing emails, in-person visits and online reporting at all business units to encourage our employees and parties who deal with us (including customers, contractors, suppliers, creditors and debtors) to provide real-time feedback opinions and aspirations and to report any potential improprieties or misconducts within the Group in confidence and anonymity. All disciplinary and non-compliance issues are handled and investigated seriously according to the Company's policies.

反腐倡廉

本集團嚴格遵守《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》、《中華人民共和國反洗錢法》、香港《防止賄賂條例》，任何人不得利用職權索賄、受賄，以不正當手段謀取私利，不得進行勒索、欺詐及洗黑錢活動。

多年來，本公司深入推廣並貫徹落實《華潤集團商業行為守則》、《華潤十戒》、《陽光宣言》等多項反腐敗政策，並持續健全廉政規章制度，深化廉潔企業建設。

二零二二年，制定《華潤水泥控股有限公司海外反商業賄賂合規管理辦法》及配套合規指引，提供重點國家及地區的反賄賂法律法規指引，形成重點領域和非重點領域合規事項清單，並明確海外(含香港)投資項目的第三方合規盡職調查及合規承諾工作流程和工作機制。

本集團一貫重視並持續強化董事及員工誠信建設和廉潔教育工作。本公司法律合規部向董事定期提供反貪污法律信息，以確保董事掌握適用法律法規的最新要求。二零二二年，本公司召開警示教育大會，傳達學習反貪腐精神，一名執行董事及三名非執行董事現場參加，相關培訓材料轉發予全體董事學習。

Promotion of Anti-Corruption and Integrity

The Group strictly complies with the Criminal Law of the People's Republic of China, the Anti-Unfair Competition Law of the People's Republic of China, the Anti-Money Laundering Law of the People's Republic of China, and the Prevention of Bribery Ordinance of Hong Kong. No person is allowed to take advantage of their position to demand and receive bribery or obtain benefits by improper means. It is also forbidden to blackmail, conduct fraud or launder money.

Over the years, the Company has intensively promoted and thoroughly implemented various anti-corruption policies including the "China Resources Group Business Code of Conduct", "China Resources Ten Commandments" and "Sunshine Declaration", and continued to improve the probity policies and systems for deepening upright corporate building.

In 2022, the "Overseas Anti-Commercial Bribery Compliance Management Measures of China Resources Cement Holdings Limited" and complement compliance guidelines were formulated, which provide guidance on anti-corruption laws and regulations in key countries and regions, form lists of compliance matters in key scopes and non-key scopes, and specify the workflow and work mechanisms for third-party compliance due diligence investigations and compliance commitment in overseas (including Hong Kong) investment projects.

The Group always places strong emphasis on and continuously strengthens the work for integrity cultivation and probity education of the Directors and employees. The Legal and Compliance Department of the Company regularly provides anti-corruption legal information to the Directors to ensure the Directors grasp the latest requirements of applicable laws and regulations. In 2022, the Company held an alert education meeting to convey and study anti-corruption spirit. An executive Director and the three non-executive Directors were in attendance. Relevant training materials were forwarded to all Directors for studying.

持續關連交易

為確保本集團所有持續關連交易符合上市規則，本公司已制定並持續完善關連交易管理辦法，明確關連交易合同審批及持續關連交易管理的程序。經董事局批准的框架協議載列可由本公司個別業務單位訂立的持續關連交易的主要條款及條件。在其一般及日常業務過程中訂立各個別持續關連交易前，個別業務單位須向一名關連人士及至少兩名獨立第三方（為該關連人士的市場競爭者）取得並比較同一或類似交易的報價及定價條款，並考慮評估標準（包括價格、質素、合適程度、付款條款、提供產品或服務所需時間等），而該等報價（連同關連人士的提供的價格）及個別合同將按照本集團內部審批及監控程序由本集團各相關成員公司管理層、財務人員及法務人員審閱並通過。

本集團各相關成員公司財務部將負責向本公司財務部每月匯報持續關連交易金額，本公司財務部每月監察相關交易的全年上限，當全年上限使用率達到80%時，將向董事局、本集團相關部室及單位發出預警，以便董事局考慮實施相關應對舉措，例如修訂全年上限。持續關連交易須根據上市規則第十四A章每年分別接受獨立非執行董事及獨立核數師的檢討及審核，其中，獨立核數師將抽查（其中包括）有關定價條款對框架協議項下定價政策及機制的遵守情況。本集團的持續關連交易詳情已於聯交所及本公司網站發佈之相關公告內披露，並於本年報第93頁至第101頁報告年度審核結果。

Continuing Connected Transactions

In order to ensure that all continuing connected transactions of the Group comply with the Listing Rules, the Company has formulated and continuously improved the management measures for connected transactions which sets forth the procedures for approval of connected transaction contracts and management of continuing connected transactions. The framework agreements approved by the Board set out the major terms and conditions of the continuing connected transactions which could be entered into by the individual business units of the Company. Before each individual continuing connected transaction may be entered into in its ordinary and usual course of business, individual business units are required to obtain and compare the quotations and pricing terms of the same or similar transactions from a connected person and at least two independent third parties which are market competitors of the connected person, and to consider the assessment criteria (including the price, quality, suitability, payment terms, and time required for the provision of goods or services). Such quotes, together with the offer from the connected person, and the individual contracts will be reviewed and passed by the management of the relevant members of the Group, finance personnel and legal personnel according to the Group's internal approval and monitoring procedures.

The finance department of the relevant members of the Group will be responsible for the monthly reporting of the amount of continuing connected transactions to the Finance Department of the Company for monitoring the annual cap of the relevant transactions every month and issuing warning to the Board, relevant departments and units of the Group when the utilization rate of annual cap reaches 80%, which will facilitate the Board to consider implementation of relevant response measures such as the revision of annual cap. The continuing connected transactions shall also be subject to review and audit by independent non-executive Directors and auditors respectively every year pursuant to Chapter 14A of the Listing Rules. Among which, the independent auditor shall sample check, among other things, the compliance of such pricing terms with the pricing policies or mechanisms under the framework agreements. Details of our continuing connected transactions have been disclosed in the relevant announcements published on the websites of the Stock Exchange and the Company. Results of the annual review are reported on pages 93 to 101 of this annual report.

內幕消息

董事局授權總裁負責處理及發佈內幕消息。為確保市場及股東全面且從速獲知本公司業務的重大發展，董事局已採納有關進行適當的信息披露程序的內幕消息披露政策。發佈內幕消息須待董事局或總裁批准後，方可作實。總裁在授權範圍內決定發佈內幕消息後，須及時向董事局報告相關授權行使情況。除非得到正式授權，本公司所有員工不得向任何外部人士傳達內幕消息及不會回應市場村測和傳言。此外，所有向外部演示的材料或刊物均須於發佈前經預先審閱。

Inside Information

The Board has delegated the Chief Executive Officer to be responsible for the handling and dissemination of inside information. In order to ensure that the market and shareholders are fully and promptly informed about the material developments in the Company's business, the Board has adopted the Inside Information Disclosure Policy regarding the procedures of proper information disclosure. Release of inside information is subject to the approval of the Board or the Chief Executive Officer. After deciding to disseminate inside information within the scope of delegation, the Chief Executive Officer shall report back to the Board on the exercise of relevant delegated power in a timely manner. Unless duly authorized, all staff members of the Company shall not communicate inside information to any external parties and shall not respond to market speculation and rumours. In addition, all external presentation materials or publications must be pre-vetted before release.

檢討風險管理及內部監控系統的有效性

根據風險與合規委員會的建議，董事局批准了本公司法律合規部提交的二零二二年度內控體系工作報告及風險管理報告，並認為本集團的風險管理及內部監控系統有效、足夠及適當。

Review of the effectiveness of the risk management and internal control systems

Upon the recommendation of the Risk and Compliance Committee, the Board had approved the internal control system work report and the risk management report for year 2022 submitted by the Legal and Compliance Department of the Company, and considered the risk management and internal control systems of the Group have been effective, adequate and appropriate.

集團責任保險

本集團已購買及維持董事及高級管理人員責任保險，以保障本集團的董事及高級管理人員可能因履行職責而招致的潛在第三者法律責任。

Group Liability Insurance

Directors and officers liability insurance has been purchased and maintained to protect directors and officers of the Group against their potential legal liabilities to third parties that may be incurred in the course of performing their duties.

公司秘書

公司秘書蘇堯鋒先生經董事局決議自二零二二年五月起獲委任為本公司之公司秘書及授權代表。蘇先生現為香港會計師公會會員及華潤秘書服務有限公司之公司秘書專業副總監，華潤秘書服務有限公司為本公司外聘公司秘書服務機構。儘管蘇先生並非本公司的全職僱員，彼向董事局主席匯報並以彼的公司秘書身份就企業管治事宜向董事局提供意見。本公司內部與蘇先生的主要聯絡人為本公司替任授權代表、總法律顧問兼董事會辦公室主任殷岳先生。截至二零二二年十二月三十一日止年度，蘇先生已根據上市規則第3.29條參加不少於15小時的相關專業培訓。

組織章程文件

於二零二二年五月二十七日(星期五)，股東週年大會通過特別決議案，採納本公司第二份經修訂及重述的組織章程大綱及細則，以全面落实董事局重點職權，容許董事及本公司股東以線上方式出席股東大會，並符合上市規則及開曼群島公司法之最新條文。本公司第二份經修訂及重述的組織章程大綱及細則已上載至聯交所及本公司網站。

股東權利

核心的股東保障水平

本公司一直高度重視股東權利之行使及保障。經檢討本公司合規情況，於二零二二年五月二十七日(星期五)，股東週年大會通過修訂本公司組織章程大綱及細則，以持續符合上市規則附錄三所述的股東保障水平。

COMPANY SECRETARY

The Company Secretary, Mr. SO Yiu Fung, has been appointed as the Company Secretary and an authorised representative of the Company by the Board's resolutions since May 2022. Mr. SO is currently a member of the Hong Kong Institute of Certified Public Accountants and the group deputy company secretary of CR Corporate Affairs Limited which acts as the Company's external company secretarial service provider. Although Mr. SO is not a full-time employee of the Company, he reports to the Chairman of the Board and in his capacity as Company Secretary advises the Board on corporate governance matters. The primary corporate contact person at the Company with Mr. SO is Mr. YIN Yue, an alternate authorised representative, the General Counsel and the Director of the Board Office of the Company. For the year ended 31 December 2022, Mr. SO had taken no less than 15 hours of relevant professional training pursuant to Rule 3.29 of the Listing Rules.

CONSTITUTIONAL DOCUMENTS

On Friday, 27 May 2022, a special resolution was passed at the annual general meeting to adopt the second amended and restated Memorandum and Articles of Association of the Company in order to fully implement the key powers and duties of the Board, allow Directors and shareholders of the Company to attend general meetings by online means and conform to the latest requirements of the Listing Rules and the Cayman Islands Companies Act. The second amended and restated Memorandum and Articles of Association of the Company have been uploaded to the websites of the Stock Exchange and the Company.

SHAREHOLDERS' RIGHTS

Core Shareholder Protection Standards

The Company always pays keen attention to the enforcement and protection of shareholders' rights. Upon review on the Company's compliance situation, on Friday, 27 May 2022, the annual general meeting approved the amendments to the Memorandum and Articles of Association of the Company for its on-going compliance with the shareholder protection standards set out in Appendix 3 of the Listing Rules.

召開股東特別大會及於股東大會上提出建議 (除提名他人參選董事外)

根據本公司組織章程細則第12.3條，股東特別大會須按任何一名或多名合共持有(在存放書面要求當天)股份投票權十分之一(以一股一票計算)之本公司股東，於本公司的香港主要營業地點(香港灣仔港灣道26號華潤大廈3001-05室)提呈董事局；或倘本公司不再有該香港主要營業地點，則於本公司註冊辦事處(PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands)提呈董事局存放之書面要求召開大會，當中指明召開股東特別大會目的及擬在股東特別大會增加之議案，並由提出要求人士簽署。

倘董事局於寄存該項要求後21日內未能及時正式召開股東特別大會，而該大會在額外的21日內舉行，提出要求人士本人或彼等任何一人(相當於超過全體人士之全部投票權之二分之一)可盡可能以相同方式召開股東特別大會，以致董事局可召開股東特別大會，惟任何所召開之股東特別大會不得於要求存放日期起計三個月屆滿後舉行，而本公司須向提出要求人士償付所有由提出要求人士因董事局未能召開大會而產生之合理開支。

Convening Extraordinary General Meeting and Putting Forward Proposals (other than proposing a person for election as a Director) at General Meetings

Pursuant to Article 12.3 of the Articles of Association of the Company, an extraordinary general meeting shall be convened on the written requisition of any one or more members of the Company holding together, as at the date of deposit of the requisition, Shares representing not less than one-tenth of the voting rights, on a one vote per share basis, which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal place of business of the Company in Hong Kong (Room 3001-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong) for the attention of the Board or, in the event the Company ceases to have such a principal place of business in Hong Kong, the registered office of the Company (PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands) for the attention of the Board, specifying the objects of the extraordinary general meeting and the resolutions to be added to the agenda of the extraordinary general meeting, and signed by the requisitioner(s).

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the extraordinary general meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which extraordinary general meeting may be convened by the Board provided that any extraordinary general meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

股東提名他人參選董事的程序

本公司組織章程細則第16.4條規定，任何未經董事局推薦的人士均不符合資格於任何股東大會獲選為董事，除非在不早於寄發該選舉的指定大會通告後當日起至大會舉行日期前不少於七天的至少七天期間內，由有權出席大會並於會上投票的本公司股東（非該獲提名人士）以書面通知公司秘書，擬於會上提名該名人士參加選舉，且提交該名獲提名人士簽署的書面通知以證明其願意參選。

因此，如本公司股東有意提名他人於股東週年大會上參選董事，以下文件必須在本公司組織章程細則第16.4條指定的期間內妥為送達本公司的香港主要營業地點提呈公司秘書：(1) 該名股東於股東週年大會上動議決議案以推選獲提名候選人為董事的意向通知書；(2) 由獲提名候選人簽署表明其參選意願的通知書；(3) 根據上市規則第13.51(2)條規定須予披露的獲提名候選人資料；及(4) 獲提名候選人有關發佈其個人資料的書面同意。

向董事局提出查詢的程序

股東可(i)以書面方式寄送至本公司的香港主要營業地點（香港灣仔港灣道26號華潤大廈3001-05室），註明由董事局收；(ii)出席本公司的股東週年大會或股東特別大會；或(iii)電郵至 crcement@crc.com.hk 向董事局提出查詢。上述程序已上載至本公司網站。

Procedures for shareholders to nominate a person for election as a Director

Article 16.4 of the Articles of Association of the Company provides that no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Company Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly, if a shareholder of the Company wishes to nominate a person to stand for election as a Director at the annual general meeting, the following documents must be validly served on the Company Secretary at the Company's principal place of business in Hong Kong within the period specified in Article 16.4 of the Articles of Association of the Company, namely, (1) the shareholder's notice of intention to propose a resolution to elect a nominated candidate as a Director at the annual general meeting; (2) a notice signed by the nominated candidate of his willingness to be elected; (3) the nominated candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (4) the nominated candidate's written consent to the publication of his personal data.

Procedures for sending enquiries to the Board

Shareholders may send enquiries to the Board (i) in writing to the Company's principal place of business in Hong Kong (Room 3001-05, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong) for attention to the Board; (ii) by attending the Company's annual general meeting or extraordinary general meeting; or (iii) by email at crcement@crc.com.hk. The aforesaid procedures have been uploaded to the Company's website.

與股東及投資者關係

於二零二二年十二月三十一日，本公司有1,275名登記股東，公眾持股總市值達9,043,764,000港元。除個人股東外，部份股份由機構投資者持有，或由個人及組織透過金融中介如代名人、投資基金及香港中央結算及交收系統持有。於二零二二年十二月三十一日持有5%或以上股份之股東(董事除外)名稱於年報董事局報告第92頁內披露。

作為企業管治的核心原則，董事局高度重視與股東及其他投資者維持高效、透明及具建設性的溝通，且本公司相信與股東的關係對未來成功乃至關重要。董事局透過有效管治業務及創造價值以向股東負責。本公司透過多種不同渠道與股東及其他投資者保持聯絡，促進彼等就影響本公司的各種事項發表意見，並加深彼等了解本公司之表現、策略、前景及本公司所在市場的經營環境。我們相信與投資者高效及透明的溝通可提升股東價值。

為確保股東可於知情的情況下行使彼等的權利，本公司已設立股東通訊政策。本公司專設投資者關係團隊作為本公司與股東、投資者及分析師之主要聯絡人。本公司積極回應股東及投資者日常查詢，並透過聯交所及本公司網站發佈本公司的重要信息，以便所有持份者平等及適時地獲得通知。本公司亦於年度業績及中期業績公佈後，以電話會議、視頻會議或現場舉行投資者推介會，以確保海外股東及投資者可及時及充分了解本公司的業務運營及未來發展策略。

RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS

As at 31 December 2022, the Company had 1,275 registered shareholders and total public float capitalization amounted to HK\$9,043,764,000. In addition to individual shareholders, some Shares are held by institutional investors, or by individuals and organizations through financial intermediaries such as nominees, investment funds and the Central Clearing and Settlement System of Hong Kong. The names of the shareholders, other than the Directors, holding 5% or more of the Shares as at 31 December 2022 are disclosed in the Report of the Directors on page 92 of the annual report.

As the core principles of corporate governance, the Board gives high priority to maintaining effective, transparent and constructive communications with shareholders and other investors, and believes that the Company's relationship with shareholders is critical to its future success. The Board is accountable to shareholders for effective governance of business and value creation. The Company keeps in touch with its shareholders and other investors through various channels to facilitate communications of their views on various matters affecting the Company and deepen their understanding on the Company's performance, strategies, prospects and the market environment in which the Company has operations. We believe shareholders' value can be enhanced through efficient and transparent communications with investors.

In order to ensure shareholders' exercise of their rights in an informed manner, a shareholders' communication policy of the Company has been established. A dedicated investor relations team has been established as the primary contact of the Company with shareholders, investors and analysts. The Company actively responds to daily inquiries from shareholders and investors, and publishes important information of the Company on the websites of the Stock Exchange and the Company for equal and timely access by all stakeholders. The Company also holds results presentation meetings for investors after the release of annual results and interim results via either telephone conference, video conference or on-site presentations to ensure that overseas shareholders and investors can timely and adequately understand the Company's business operations and future development strategies.

企業管治報告 CORPORATE GOVERNANCE REPORT

本公司與投資界保持緊密聯絡，致力與股東及投資者維持穩定高效溝通，並採取步驟徵求及理解彼等的意見。就此而言，本公司定期參與不同的活動，包括投資者會議、路演及投行舉辦的投資者論壇等，以增加股東及投資者與本公司接觸的機會。於二零二二年，除業績路演外，本公司參與7場投資者論壇，合共進行約150場投資者會談，與超過1,000位海內外的基金經理和分析員交流。其中，會談主要以視頻或電話會議等線上形式進行。

於二零二二年九月，本公司舉辦年度投資者反向路演活動，共有43名分析員參加。此次路演活動期間，投資者首先考察本公司深圳潤品薈展廳，深入了解功能建材事業發展規劃，並進行深入溝通交流。隨後，投資者一行實地走訪東莞環球經典新型材料有限公司，親身感受自動化、規模化、綠色化人造石生產工廠，線上投資者更是跟隨鏡頭走進人造石世界，從產品的生產設計到商場項目的實地應用，全方位、立體式了解業務情況。

年內，根據風險與合規委員會的檢討及建議，董事局認為本公司股東通訊政策已妥為實施及有效。

董事局一直歡迎股東及投資者的意見及參與，以書信、電話、傳真或電郵方式透過本公司財務部向董事局提出其查詢及關注事宜，有關聯絡資料詳情載於本年報第4頁。

The Company keeps close contact with the investment community, makes every effort to maintain stable and effective communications with shareholders and investors and takes steps to solicit and understand their views. To this end, the Company regularly participates in different activities including investor meetings, roadshows and investor conferences held by various investment banks in order to increase interactions with shareholders and investors. In 2022, in addition to results roadshows, the Company participated in 7 investor forums and a total of approximately 150 investor meetings, which enabled communications with over 1,000 domestic and international fund managers and analysts. Among which, meetings were mainly conducted via online formats such as video conference or telephone conference.

In September 2022, the Company organized the annual reverse roadshow with a total of 43 analysts in participation. During this roadshow, investors initially took a tour of the "Runpin Luxury" showroom on the Company in Shenzhen to gain an in-depth understanding on the development plan of the functional building materials business and engaged in in-depth communications and discussions. Afterwards, investors made a group on-site visit to DongGuan Universal Classical Material Ltd. and personally experienced the automation, scale and greenness of an engineered stone production plant. Investors participating online were even able to follow a camera tour into the world of engineered stone from production design of products to field application in shopping mall projects in order to comprehensively and vividly understand the situation of the business.

During the year, upon the review and recommendation of the Risk and Compliance Committee, the Board considered the shareholders' communications policy of the Company and its implementation have been effective.

The Board always welcomes views and inputs from shareholders and investors, who can send their enquiries and concerns to the Board by addressing them to the Company's Finance Department by letter, telephone, fax or email. Details of the contact information can be found on page 4 of this annual report.