企業管治報告 CORPORATE GOVERNANCE REPORT

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.