

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。

截至二零二一年十二月三十一日止年度內，本公司已遵守企業管治守則原適用守則條文，惟下文所披露的偏離事項除外。

偏離企業管治守則

就企業管治守則的原守則條文第A.4.1條而言，全體非執行董事獲委任時並無特定年期。由於根據本公司組織章程細則，全體董事須由本公司股東於股東週年大會上重選且至少約每三年輪選一次，故有充足措施確保本公司符合本條文所規定的同一水平。企業管治守則的原守則條文第E.1.2規定，董事局主席應出席股東週年大會。董事局主席因其他公務，未能出席本公司於二零二一年五月十四日(星期五)舉行的股東週年大會。

董事進行證券交易

董事局已採納董事進行證券交易的操守守則，其條款不遜於標準守則所載列的規定標準。全體董事確認彼等已於二零二一年內遵守本公司操守守則及標準守則所載列的有關彼等進行證券交易的規定標準。

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 2021, the Company had complied with the then applicable code provisions of the CG Code, except for the deviation as disclosed below.

DEVIATION FROM CG CODE

In respect of the then code provision A.4.1 of the CG Code, all non-executive Directors were not appointed for a specific term. Since all Directors are subject to re-election by shareholders of the Company at annual general meetings and at least about once every three years on a rotation basis in accordance with the Articles of Association of the Company, there are sufficient measures to ensure the Company complies with the same level as that required under this provision. Pursuant to the then code provision E.1.2 of the CG Code, the Chairman of the Board should attend the annual general meeting. The Chairman of the Board did not attend the annual general meeting of the Company held on Friday, 14 May 2021 due to other business engagements.

DIRECTORS' 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. All Directors confirmed that they have complied with the required standards set out in the Company's code of conduct and the Model Code regarding their securities transactions during 2021.

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。

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，董事局將部份職權轉授予董事局主席、總裁或經理層，通過制定董事局授權管理制度及授權事項清單，董事局明確其授權原則、授權事項範圍、管理機制、權限條件等要求。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 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”, 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.

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 daily operational management, the Board delegates some of its duties and powers to the Chairman of the Board, the Chief Executive Officer or the senior management. Through the formation of the delegation management policy and the list of delegated matters of the Board, the Board sets forth its principles of delegation, scopes of delegated matters, management mechanism, conditions to delegation and other requirements. The Board may reserve necessary powers and require the authorised persons 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 refine 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, ensure the independence of the Board and enables the Board to make independent judgments effectively.



二零二一年以來，董事局及董事局專門委員會的成員發生以下變更。於二零二一年五月十四日，景世青先生退任非執行董事、薪酬委員會及提名委員會成員職位且不再於同日舉行的股東週年大會上膺選連任。自二零二一年八月十三日起，周龍山先生退任非執行董事及企業管治委員會成員。自二零二一年十月二十二日起，(1)陳鷹先生辭任非執行董事；(2)王彥先生辭任非執行董事及審核委員會成員；(3)溫雪飛女士辭任非執行董事及審核委員會成員；(4)朱平先生獲委任為非執行董事及提名委員會成員；(5)陳康仁先生獲委任為非執行董事及企業管治委員會成員；(6)楊長毅先生獲委任為非執行董事及審核委員會成員；(7)紀友紅先生不再擔任薪酬委員會成員；及(8)李福利先生獲委任為薪酬委員會成員。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)曾學敏女士、朱平先生、陳康仁先生、楊長毅先生及紀友紅先生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。

於二零二一年十二月三十一日及於本報告日期，董事局由九名董事組成，包括四名非執行董事李福利先生（主席）、朱平先生、陳康仁先生及楊長毅先生；一名執行董事紀友紅先生（總裁）；及四名獨立非執行董事葉澍堃先生、石禮謙先生、曾學敏女士及林智遠先生。

於截至二零二一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123頁至第136頁的董事及高級管理人員履歷一節及本公司網站內。

Since 2021, the following changes to members of the Board and its committees took place. On 14 May 2021, Mr. JING Shiqing retired from office as a non-executive Director, a member of the Remuneration Committee and a member of the Nomination Committee and did not offer himself for re-election at the annual general meeting held on that day. With effect from 13 August 2021, Mr. ZHOU Longshan retired as a non-executive Director and a member of the Corporate Governance Committee. With effect from 22 October 2021, (1) Mr. CHEN Ying resigned as a non-executive Director; (2) Mr. WANG Yan resigned as a non-executive Director and a member of the Audit Committee; (3) Madam WAN Suet Fei resigned as a non-executive Director and a member of the Audit Committee; (4) Mr. ZHU Ping was appointed as a non-executive Director and a member of the Nomination Committee; (5) Mr. CHEN Kangren was appointed as a non-executive Director and a member of the Corporate Governance Committee; (6) Mr. YANG Changyi was appointed as a non-executive Director and a member of the Audit Committee; (7) Mr. LI Youhong ceased to be a member of the Remuneration Committee; and (8) Mr. LI Fuli was appointed as a member of the Remuneration Committee. With effect from 18 March 2022, (1) Mr. LI Fuli was appointed as the Chairman of the Strategy and Investment Committee; (2) Madam ZENG Xuemin, Mr. ZHU Ping, Mr. CHEN Kangren, Mr. Yang Changyi and Mr. LI Youhong were appointed as members of the Strategy and Investment Committee; (3) Mr. LI Youhong ceased to be a member of the Risk and Compliance Committee and the Executive Committee; and (4) Mr. ZHU Ping was appointed as a member of the Risk and Compliance Committee.

As at 31 December 2021 and as at the date of this report, the Board comprised nine Directors, including four non-executive Directors, namely, Mr. LI Fuli (Chairman), Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi; one executive Director, namely, Mr. LI Youhong (Chief Executive Officer); and four independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. LAM Chi Yuen Nelson.

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 2021. A description of the Directors is set out in the Biographical Details of Directors and Senior Management Section on pages 123 to 136 and on the Company's website.

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，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。

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、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》。

Appointment, Re-election and Rotation of Directors

All Directors have entered into formal letters of appointment with the Company and 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 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.

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, 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.



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。

董事局將不時安排參觀，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。二零二一年十月，三名非執行董事朱平先生、陳康仁先生及楊長毅先生以及獨立非執行董事曾學敏女士在執行董事紀友紅先生的陪同下到中國華南進行為期五天的考察。通過調研考察本集團的若干水泥生產基地、混凝土攪拌站、骨料項目、裝配式建築項目、人造石材項目，董事深入了解中國華南的營商環境以及本集團的「十四五」戰略發展規劃，並與華南大區管理團隊開展座談交流會。

All Directors are encouraged 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 will arrange 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 October 2021, three non-executive Directors, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi, and an independent non-executive Director, Madam ZENG Xuemin, accompanied by the executive Director, Mr. JI Youhong, had a five-day visit in Southern China. During the study visits of certain cement production plants, concrete batching plants, aggregates projects, prefabricated construction projects and engineered stones projects, the Directors obtained an in-depth understanding of the business environment in Southern China and the Group's "Fourteenth Five-Year" strategic development plan. They also conducted an exchange forum with the management team of the South China Region.



董事於年內參與的持續專業發展情況如下：

Participation of Directors in continuous professional development during the year is as follows:

		持續專業發展類型		
		Types of continuous professional development		
		參加《國企改革三年行動》培訓研討會 Attending training seminar of "the three-year action for the reform of state-owned enterprises"	參加華南大區考察 Attending visit to the South China Region	閱讀最新監管資訊、有關本公司或其業務的資料 Reading regulatory updates or information relevant to the Company or its business
李福利	LI Fuli	✓	–	✓
朱平 (於二零二一年十月二十二日獲委任)	ZHU Ping (appointed with effect from 22 October 2021)	不適用 Not applicable	✓	✓
陳康仁 (於二零二一年十月二十二日獲委任)	CHEN Kangren (appointed with effect from 22 October 2021)	不適用 Not applicable	✓	✓
楊長毅 (於二零二一年十月二十二日獲委任)	ZHU Ping (appointed with effect from 22 October 2021)	不適用 Not applicable	✓	✓
周龍山 (於二零二一年八月十三日退任)	ZHOU Longshan (retired with effect from 13 August 2021)	–	不適用 Not applicable	✓
陳鷹 (於二零二一年十月二十二日辭任)	CHEN Ying (resigned with effect from 22 October 2021)	–	不適用 Not applicable	✓
王彥 (於二零二一年十月二十二日辭任)	WANG Yan (resigned with effect from 22 October 2021)	✓	不適用 Not applicable	✓
溫雪飛 (於二零二一年十月二十二日辭任)	WAN Suet Fei (resigned with effect from 22 October 2021)	✓	不適用 Not applicable	✓
景世青 (於二零二一年五月十四日退任)	JING Shiqing (retired with effect from 14 May 2021)	不適用 Not applicable	不適用 Not applicable	✓
紀友紅	JI Youhong	✓	✓	✓
葉澍堃	IP Shu Kwan Stephen	✓	–	✓
石禮謙	SHEK Lai Him Abraham	✓	–	✓
曾學敏	ZENG Xuemin	✓	✓	✓
林智遠	LAM Chi Yuen Nelson	✓	–	✓



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。於判定董事的獨立性時，提名委員會及董事局依照上市規則所載列的規定並視所有獨立非執行董事均為獨立。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不帶有績效表現相關元素的固定金額董事袍金。

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，本集團的高級管理層會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在會議前不少於三天獲得議程和所需文件。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。

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 determining the independence of Directors, the Nomination Committee and the Board follow the requirements set out in the Listing Rules and consider all of the independent non-executive Directors as independent. 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 without performance-related elements to the independent non-executive Directors.

Board Meetings

The Board is expected to meet regularly and at least four times a year. Between scheduled meetings, the senior management of the Group 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 be given written notice of the meeting at least fourteen days in advance and an agenda together with supporting papers 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.

於二零二一年，董事局舉行了六次會議（包括以傳閱書面決議案方式召開的一次會議）。該等會議的出席情況如下：

During 2021, six meetings (including one meeting by way of circulation of written resolutions) were held by the Board. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held	書面決議案 次數 Written Resolutions	合計 Total
非執行董事	Non-executive Directors			
李福利	LI Fuli	5/5	1/1	6/6
朱平 (於二零二一年 十月二十二日獲委任)	ZHU Ping (<i>appointed with effect from 22 October 2021</i>)	0/0	0/0	0/0
陳康仁 (於二零二一年 十月二十二日獲委任)	CHEN Kangren (<i>appointed with effect from 22 October 2021</i>)	0/0	0/0	0/0
楊長毅 (於二零二一年 十月二十二日獲委任)	YANG Changyi (<i>appointed with effect from 22 October 2021</i>)	0/0	0/0	0/0
周龍山 (於二零二一年 八月十三日退任)	ZHOU Longshan (<i>retired with effect from 13 August 2021</i>)	4/4	1/1	5/5
陳鷹 (於二零二一年 十月二十二日辭任)	CHEN Ying (<i>resigned with effect from 22 October 2021</i>)	5/5	1/1	6/6
王彥 (於二零二一年 十月二十二日辭任)	WANG Yan (<i>resigned with effect from 22 October 2021</i>)	4/5	1/1	5/6
溫雪飛 (於二零二一年 十月二十二日辭任)	WAN Suet Fei (<i>resigned with effect from 22 October 2021</i>)	5/5	1/1	6/6
景世青 (於二零二一年 五月十四日退任)	JING Shiqing (<i>retired with effect from 14 May 2021</i>)	3/3	1/1	4/4
執行董事	Executive Director			
紀友紅	JI Youhong	5/5	1/1	6/6
獨立非執行董事	Independent non-executive Directors			
葉樹堃	IP Shu Kwan Stephen	5/5	1/1	6/6
石禮謙	SHEK Lai Him Abraham	5/5	1/1	6/6
曾學敏	ZENG Xuemin	5/5	1/1	6/6
林智遠	LAM Chi Yuen Nelson	5/5	1/1	6/6

於二零二一年舉行的董事局會議所涉及的事項包括採納二零二零年度內控體系工作報告；審批二零二零年年報（含二零二零年度環境及社會責任報告）、二零二一年中期報告、二零二一年第一及第三季度財務報告、向執行董事及高級管理人員派付酌情花紅、獨立核數師及獨立非執行董事的薪酬、本集團的「十四五」戰略發展規劃、本集團若干投資項目及持續關連交易、二零一八年配股所得款項用途變更、發佈公告、本公司銀行簽字授權人的變更，以及董事、董事局專門委員會成員及高級管理人員的變更等事項。

The matters covered in the meetings of the Board held during 2021 include adoption of the internal control system work report 2020; approval of annual report 2020 (inclusive of Environmental and Social Responsibility Report 2020), interim report 2021, the first and third quarterly financial reports in 2021, payment of discretionary bonus to executive Directors and senior management, remunerations of independent auditor and independent non-executive Directors, the Group's "Fourteenth Five-Year" strategic development plan, certain investment projects and continuing connected transactions of the Group, change in use of proceeds of shares placing in 2018, publication of announcements, changes of authorised bank signatories of the Company, as well as changes of Directors, members of the Board committees and the senior management, 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，以確保董事局表現符合本集團的最佳利益，以及董事局會議有計劃及有效地舉行。主席亦負責為每次董事局會議設定議程，當中已考慮過董事及公司秘書所建議的事宜（如適用）。在執行董事及公司秘書的支持下，主席力求確保全體董事適時獲悉於董事局會議上列舉的問題和及時地獲得充分而準確、清晰、完備及可靠的資訊。主席亦積極鼓勵董事著手處理董事局的事務及促進董事局的職能。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，並已採取適當措施確保與本集團股東及其他持份者有效溝通。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。

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 acts in the best interests of the Group and that Board meetings are planned and conducted in an effective manner. The Chairman is also responsible for setting the agenda for each Board meeting upon considering, where appropriate, matters proposed by the Directors and the Company Secretary. With the support of executive Director(s) and the Company Secretary, the Chairman seeks 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 actively encourages the Directors to be engaged in the Board's affairs and contribute to the Board's functions. 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 our shareholders and other stakeholders. 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.

During the period when the Chairman is absent 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.

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。

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、年度財務預算方案、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審核委員會、薪酬委員會（於二零二二年三月十八日更名為薪酬與考核委員會）及提名委員會，於二零一二年二月二十九日成立企業管治委員會（於二零二二年三月十八日更名為風險與合規委員會），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。

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 daily 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 decided 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.

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 Audit Committee, the Remuneration Committee (renamed as the Remuneration and Appraisal Committee on 18 March 2022) and the Nomination Committee on 2 September 2009, the Corporate Governance Committee (renamed as the Risk and Compliance Committee on 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 has been abolished with effect from 18 March 2022.



戰略與投資委員會

於二零二二年三月十八日，本公司成立戰略與投資委員會，由四名非執行董事（李福利先生、朱平先生、陳康仁先生及楊長毅先生）、一名獨立非執行董事曾學敏女士以及一名執行董事紀友紅先生組成，由李福利先生擔任主席。

戰略與投資委員會的職權範圍已上載至聯交所網站、本公司網站及公司通訊官方網站。戰略與投資委員會的主要職責包括：

- (a) 研究本公司戰略規劃、經營計劃、投資計劃以及需董事局決策的新業務領域培育、主業調整、投資項目負面清單、投融資、資產重組、資產處置、產權轉讓、資本運作、改革改制、年度投資後評價報告等方面事項，以及需由董事局作出的對其重大調整，向董事局提出審議意見；
- (b) 研究制定、修訂及檢討本公司戰略管理、投資管理的一級規章制度，並向董事局提出建議；及
- (c) 研究樹立完善企業文化、本公司自身理念、體系願景、使命、價值觀等方面事項，向董事局提出審議意見。

STRATEGY AND INVESTMENT COMMITTEE

On 18 March 2022, the Company established the Strategy and Investment Committee which comprises four non-executive Directors, namely, Mr. LI Fuli, Mr. ZHU Ping, Mr. CHEN Kangren and Mr. YANG Changyi, an independent non-executive Director, Madam ZENG Xuemin, and an executive Director, Mr. JI Youhong, and is chaired by Mr. LI Fuli.

The terms of reference for the Strategy and Investment Committee have been uploaded to the Stock Exchange's website, the Company's website and its official website for corporate communications. The major duties of the Strategy and Investment Committee include:

- (a) to study and make recommendation for the Board's consideration on the strategic plans, operating plans, investment plans, as well as incubation of new business areas, adjustment of main businesses, negative list of investment projects, investment and financing, asset restructuring, asset disposal, transfer of property rights, capital operation, reform and change of systems, and annual post-investment evaluation report, which requires decision making by the Board, and its material adjustments to be made by the Board;
- (b) to study and make recommendation to the Board on the formulation, amendment and review of the primary management policies of the Company in terms of strategic management and investment management; and
- (c) to study and make recommendation for the Board's consideration on shaping and refining corporate culture, the Company's own philosophy, systemic visions, missions and values.

提名委員會

二零二一年以來，提名委員會的成員發生以下變更。自二零二一年五月十四日起，景世青先生不再擔任成員。自二零二一年十月二十二日起，朱平先生獲委任為成員。於本報告日期，提名委員會由三名獨立非執行董事（葉澍堃先生、石禮謙先生及林智遠先生）以及兩名非執行董事（李福利先生及朱平先生）組成，由李福利先生擔任主席。

提名委員會的職權範圍已上載至聯交所網站、本公司網站及公司通訊官方網站。

本公司明白並深信董事局成員多元化裨益良多，且將董事局層面的多元化視作維持競爭優勢的必要要素。真正多元化的董事局將包容董事局成員才能、技能、知識、區域及業界經驗、專業經驗、文化及教育背景、性別及其他素質的差異，並加以善用。該等差異將被視為釐定董事局成員理想組合的考慮因素，並在可行情況下應適當地加以平衡。於檢討及評估董事局的組成時，提名委員會將考慮所有方面，包括但不限於上述因素，以維持真正多元化的董事局。於推薦董事局候選人以作委任時，提名委員會將以客觀的標準來考慮候選人的優勢，及適當考慮董事局成員多元化的裨益。

董事局成員多元化政策概要

董事局成員多元化政策載列董事局成員多元化的途徑。提名委員會檢討及評估董事局組成，並就委任新董事向董事局提出建議，亦監察董事局有效性年度檢討的進行。

NOMINATION COMMITTEE

Since 2021, the following changes to members of the Nomination Committee took place. With effect from 14 May 2021, Mr. JING Shiqing ceased to be a member. With effect from 22 October 2021, Mr. ZHU Ping was appointed as a member. As at the date of this report, the Nomination Committee comprises three independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham and Mr. LAM Chi Yuen Nelson, and two non-executive Directors, namely, Mr. LI Fuli and Mr. ZHU Ping, and is chaired by Mr. LI Fuli.

The terms of reference for the Nomination Committee have been uploaded to the Stock Exchange's website, the Company's website and its official website for corporate communications.

The Company recognizes and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the talents, skills, knowledge, regional and industry experience, professional experience, cultural and educational background, gender and other qualities of the members of the Board. These differences will be considered in determining the optimal composition of the Board and when possible should be balanced appropriately. In reviewing and assessing the composition of the Board, the Nomination Committee will consider all aspects, including but not limited to those described above, in order to maintain a truly diverse Board. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merits against objective criteria and with due regard for the benefits of diversity on the Board.

Summary of the Board Diversity Policy

The Board Diversity Policy sets out the approach to diversity on the Board. The Nomination Committee reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new Directors, and also oversees the conduct of the annual review of the effectiveness of the Board.



可計量目標：提名委員會將每年討論及協定為達致董事局成員多元化的所有可計量目標，並向董事局建議有關目標以供採納。於任何特定時間，董事局可尋求改善其於一方面或多方面的多元化，並相應計量進度。

監察及報告：提名委員會將每年於本公司的企業管治報告內報告其採用的委任董事局成員程序。該報告將包括董事局成員多元化政策概要、為執行董事局成員多元化政策而釐定的可計量目標及達標進度。

董事局成員多元化政策檢討：提名委員會將每年檢討董事局成員多元化政策，包括評估董事局成員多元化政策的有效性。提名委員會將討論任何可能須作出的修訂，並向董事局建議任何有關修訂以供審批。

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本公司相關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。

Measurable objectives: The Nomination Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

Monitoring and reporting: The Nomination Committee will report annually, in the corporate governance report of the Company, on the process it has used in relation to Board appointments. Such report will include a summary of the Board Diversity Policy, the measurable objectives set for implementing the Board Diversity Policy and progress made towards achieving these measurable objectives.

Review of the Board Diversity Policy: The Nomination Committee will review the Board Diversity Policy annually, which will include an assessment of the effectiveness of the Board Diversity Policy. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

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 committees of the Company; requirement for the Board to have independent 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.

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）。

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高級管理人員的聘任及解聘向董事局提出建議。

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.

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



於二零二一年，提名委員會舉行了三次會議，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，並就董事、董事局專門委員會成員及高級管理人員的變更向董事局提出建議。該等會議的出席情況如下：

During 2021, three meetings were held by the Nomination Committee to review the structure, size, composition and diversity of the Board, assess the independence of the independent non-executive Directors, and make recommendations to the Board on changes of Directors, members of the Board committees and the senior management. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
李福利	LI Fuli	2/3
葉澍堃	IP Shu Kwan Stephen	3/3
石禮謙	SHEK Lai Him Abraham	3/3
林智遠	LAM Chi Yuen Nelson	3/3
朱平 (於二零二一年 十月二十二日獲委任)	ZHU Ping (<i>appointed with effect from 22 October 2021</i>)	0/0
景世青 (於二零二一年 五月十四日不再擔任)	JING Shiqing (<i>ceased to act with effect from 14 May 2021</i>)	2/2

薪酬委員會 (於二零二二年三月十八日更名為薪酬與考核委員會)

二零二一年以來，薪酬委員會 (於二零二二年三月十八日更名為薪酬與考核委員會) 的成員發生以下變更。自二零二一年五月十四日起，景世青先生不再擔任成員。自二零二一年十月二十二日起，(1)紀友紅先生不再擔任成員；及(2)李福利先生獲委任為成員。於本報告日期，該委員會由全體獨立非執行董事 (葉澍堃先生、石禮謙先生、曾學敏女士及林智遠先生) 及一名非執行董事李福利先生組成，並由石禮謙先生擔任主席。

REMUNERATION COMMITTEE (RENAMED AS REMUNERATION AND APPRAISAL COMMITTEE ON 18 MARCH 2022)

Since 2021, the following changes to members of the Remuneration Committee (renamed as the Remuneration and Appraisal Committee on 18 March 2022) took place. With effect from 14 May 2021, Mr. JING Shiqing ceased to be a member. With effect from 22 October 2021, (1) Mr. JI Youhong ceased to be a member; and (2) Mr. LI Fuli was appointed as a member. As at the date of this report, the Committee comprises all the independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. LAM Chi Yuen Nelson, and one non-executive Director, Mr. LI Fuli, and is chaired by Mr. SHEK Lai Him Abraham.

原薪酬委員會及薪酬與考核委員會的職權範圍已上載至聯交所網站、本公司網站及公司通訊官方網站。該委員會須就本公司全體董事及高級管理人員的薪酬政策及架構、就設立正規而具透明度的程序制訂薪酬管理辦法向董事局提出建議。其亦須負責就個別執行董事和高級管理人員的薪酬待遇（此應包括實物利益、退休金權利及賠償金（包括喪失或終止職務或委任的任何賠償）以及非執行董事的薪酬向董事局提出建議。自二零二二年三月十八日起，該委員會亦須制定差異化的高級管理人員考核機制及工資總額管理辦法，組織開展高級管理人員的經營業績考核，對本公司人力資源管理的一級規章制度進行審核，並向董事局提出建議。

The terms of reference for the then Remuneration Committee and the Remuneration and Appraisal Committee have been uploaded to the Stock Exchange's website, the Company's website and its official website for corporate communications. The Committee shall make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration management measures. It should also be responsible for making recommendations to the Board on the remuneration packages of individual executive Directors and senior management (this should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment) and the remuneration of non-executive Directors. With effect from 18 March 2022, the Committee shall also make recommendations to the Board on the construction of differentiated mechanism for the appraisal of the senior management and the management measures for the total amount of salaries, the launch of appraisal on operational performance of the senior management, and the review on the primary policies and systems regarding human resources management of the Company.

於二零二一年，該委員會舉行了一次會議，就向執行董事及高級管理人員派付酌情花紅以及獨立非執行董事的薪酬向董事局提出建議。該次會議的出席情況如下：

During 2021, one meeting was held by the Committee to make recommendation to the Board for the payment of discretionary bonus to executive Directors and senior management as well as remuneration of independent non-executive Directors. The attendance at this meeting is as follows:

		出席／舉行 會議次數 Meetings Attended/Held
石禮謙	SHEK Lai Him Abraham	1/1
葉澍堃	IP Shu Kwan Stephen	1/1
曾學敏	ZENG Xuemin	1/1
林智遠	LAM Chi Yuen Nelson	1/1
李福利 (於二零二一年 十月二十二日獲委任)	LI Fuli (<i>appointed with effect from 22 October 2021</i>)	0/0
景世青 (於二零二一年 五月十四日不再擔任)	JING Shiqing (<i>ceased to act with effect from 14 May 2021</i>)	0/0
紀友紅 (於二零二一年 十月二十二日不再擔任)	JI Youhong (<i>ceased to act with effect from 22 October 2021</i>)	1/1



審核委員會

自二零二一年十月二十二日起，(1)王彥先生及溫雪飛女士不再擔任審核委員會成員；及(2)楊長毅先生獲委任為審核委員會成員。於本報告日期，審核委員會由全體獨立非執行董事（葉澍堃先生、石禮謙先生、曾學敏女士及林智遠先生）及一名非執行董事（楊長毅先生）組成，並由林智遠先生擔任主席。

審核委員會的職權範圍已上載至聯交所網站、本公司網站及公司通訊官方網站。審核委員會的職責將包括但不限於：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

With effect from 22 October 2021, (1) Mr. WANG Yan and Madam WAN Suet Fei ceased to be members of the Audit Committee; and (2) Mr. YANG Changyi was appointed as a member of the Audit Committee. As at the date of this report, the Audit Committee comprises all the independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Madam ZENG Xuemin and Mr. LAM Chi Yuen Nelson, and one non-executive Director, Mr. YANG Changyi, and is chaired by Mr. LAM Chi Yuen Nelson.

The terms of reference for the Audit Committee have been uploaded to the Stock Exchange's website, the Company's website and its official website for corporate communications. The duties of the Audit Committee shall 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.

於二零二一年，審核委員會舉行了四次會議，以審閱本公司截至二零二零年十二月三十一日止年度、截至二零二一年三月三十一日止三個月、截至二零二一年六月三十日止六個月及截至二零二一年九月三十日止九個月的財務報表、二零二零年年報、二零二一年中期報告、二零二零年度內控體系工作報告。於該等會議中，審核委員會亦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、及外聘核數師的獨立性，並就獨立核數師的委任及薪酬向董事局提出建議。該等會議的出席情況如下：

During 2021, four meetings were held by the Audit Committee to review the financial statements of the Company for the year ended 31 December 2020, the three months ended 31 March 2021, the six months ended 30 June 2021 and the nine months ended 30 September 2021, annual report 2020, interim report 2021 and the internal control system work report 2020. In these meetings, the Audit Committee also reviewed 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. Recommendation was made to the Board for the appointment and remuneration of independent auditor as well. The attendances at these meetings are as follows:

		出席／舉行 會議次數 Meetings Attended/Held
林智遠	LAM Chi Yuen Nelson	4/4
葉澍堃	IP Shu Kwan Stephen	3/4
石禮謙	SHEK Lai Him Abraham	4/4
曾學敏	ZENG Xuemin	4/4
楊長毅 (於二零二一年 十月二十二日獲委任)	YANG Changyi (appointed with effect from 22 October 2021)	0/0
王彥 (於二零二一年 十月二十二日不再擔任)	WANG Yan (ceased to act with effect from 22 October 2021)	2/4
溫雪飛 (於二零二一年 十月二十二日不再擔任)	WAN Suet Fei (ceased to act with effect from 22 October 2021)	4/4

企業管治委員會 (於二零二二年三月十八日更名為風險與合規委員會)

二零二一年以來，企業管治委員會 (於二零二二年三月十八日更名為風險與合規委員會) 的成員發生以下變更。自二零二一年八月十三日起，周龍山先生不再擔任成員。自二零二一年十月二十二日起，陳康仁先生獲委任為成員。自二零二二年三月十八日起，(1)紀友紅先生不再擔任成員；及(2)朱平先生獲委任為成員。於本報告日期，該委員會由三名獨立非執行董事 (葉澍堃先生、石禮謙先生及林智遠先生) 以及兩名非執行董事 (朱平先生及陳康仁先生) 組成，由葉澍堃先生擔任主席。

CORPORATE GOVERNANCE COMMITTEE (RENAMED AS RISK AND COMPLIANCE COMMITTEE ON 18 MARCH 2022)

Since 2021, the following changes to members of the Corporate Governance Committee (renamed as the Risk and Compliance Committee on 18 March 2022) took place. With effect from 13 August 2021, Mr. ZHOU Longshan ceased to be a member. With effect from 22 October 2021, Mr. CHEN Kangren was appointed as a member. With effect from 18 March 2022, (1) Mr. JI Youhong ceased to be a member; and (2) Mr. ZHU Ping was appointed as a member. As at the date of this report, the Committee comprises three independent non-executive Directors, namely, Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham and Mr. LAM Chi Yuen Nelson, and two non-executive Directors, namely, Mr. ZHU Ping and Mr. CHEN Kangren, and is chaired by Mr. IP Shu Kwan Stephen.



原企業管治委員會及風險與合規委員會的職權範圍已上載至聯交所網站、本公司網站及公司通訊官方網站。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。該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，該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。

於二零二一年，該委員會舉行了一次會議，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。該次會議的出席情況如下：

The terms of reference for the then Corporate Governance Committee and the Risk and Compliance Committee have been uploaded to the Stock Exchange's website, the Company's website and its official website for corporate communications. 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 monitor 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 Committee shall make recommendations to the Board with regard to any necessary changes. With effect from 18 March 2022, the Committee has been assigned the duties for reviewing the Group's risk management (including ESG 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, law and compliance, risk management and internal control.

During 2021, one meeting was held by the Committee to review the training and continuous professional development records of Directors and the Company's compliance with the CG Code. The attendance at this meeting is as follows:

		出席／舉行 會議次數 Meeting Attended/Held
葉澍堃	IP Shu Kwan Stephen	1/1
石禮謙	SHEK Lai Him Abraham	1/1
林智遠	LAM Chi Yuen Nelson	1/1
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>)	0/0
陳康仁 (於二零二一年 十月二十二日獲委任)	CHEN Kangren (<i>appointed with effect from 22 October 2021</i>)	0/0
周龍山 (於二零二一年 八月十三日不再擔任)	ZHOU Longshan (<i>ceased to act with effect from 13 August 2021</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

執行委員會

於二零二一年，執行委員會僅由執行董事紀友紅先生組成，主席一職出缺，根據執行委員會職權範圍書第3條可獲委任為執行委員會成員的執行董事人數少於兩名，因此執行委員會無法定人數召開會議。

EXECUTIVE COMMITTEE

During 2021, the Executive Committee comprised the executive Director, Mr. Ji Youhong only, and the vacancy of the chairman was not filled. The number of executive Director(s) who might be appointed as member(s) of the Executive Committee pursuant to clause 3 of the terms of reference for the Executive Committee fell below two, and therefore there was no quorum to hold meetings of the Executive Committee.

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。

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.

出席股東大會

年內，本公司舉行了一次股東大會，即於二零二一年五月十四日（星期五）於香港金鐘道88號太古廣場二座35樓德事商務中心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大會舉行前至少足20個營業日及股東大會結束後當天在聯交所網站、本公司網站及公司通訊官方網站發佈。

董事局主席及提名委員會主席李福利先生因其他公務，未能出席股東週年大會。其他董事局專門委員會主席均有出席股東週年大會，董事出席該次會議的情況如下：

ATTENDANCE AT GENERAL MEETING

During the year, the Company held one general meeting, namely, the annual general meeting, at The Executive Centre, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on Friday, 14 May 2021. Details of the matters resolved and the poll results were published on the Stock Exchange's website, the Company's website and its official website for corporate communications at least 20 clear business days before the general meeting and after the general meeting on that day respectively.

Mr. LI Fuli, Chairman of the Board and Chairman of the Nomination Committee, did not attend the annual general meeting due to other business engagements. Chairmen of the other Board committees all attended the annual general meeting. The attendance of the Directors at this meeting is as follows:

		於二零二一年 五月十四日 舉行的會議 Meeting held on 14 May 2021
非執行董事	Non-executive Directors	
李福利	LI Fuli	–
周龍山 (於二零二一年 八月十三日退任)	ZHOU Longshan (retired with effect from 13 August 2021)	✓
陳鷹 (於二零二一年 十月二十二日辭任)	CHEN Ying (resigned with effect from 22 October 2021)	–
王彥 (於二零二一年 十月二十二日辭任)	WANG Yan (resigned with effect from 22 October 2021)	–
溫雪飛 (於二零二一年 十月二十二日辭任)	WAN Suet Fei (resigned with effect from 22 October 2021)	–
景世青 (於二零二一年 五月十四日退任)	JING Shiqing (retired with effect from 14 May 2021)	–
執行董事	Executive Director	
紀友紅	JI Youhong	✓
獨立非執行董事	Independent non-executive Directors	
葉澍堃	IP Shu Kwan Stephen	✓
石禮謙	SHEK Lai Him Abraham	✓
曾學敏	ZENG Xuemin	✓
林智遠	LAM Chi Yuen Nelson	✓

股東的重要日期

IMPORTANT SHAREHOLDERS' DATES

股東於二零二二年的重要日期如下：

The important dates for shareholders in 2022 are as follows:

事項 Events	計劃日期 Planned Dates
公佈截至二零二二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 ending 31 March 2022	二零二二年四月二十九日 29 April 2022
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	二零二二年五月二十三日下午四時三十分 23 May 2022, 4:30 PM
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	二零二二年五月二十四日至二十七日 24-27 May 2022
股東週年大會 Annual general meeting	二零二二年五月二十七日 27 May 2022
有權收取二零二一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 2021	二零二二年六月八日 8 June 2022
除息日 Ex-dividend date	二零二二年六月九日 9 June 2022
遞交有權收取二零二一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 2021	二零二二年六月十日下午四時三十分 10 June 2022, 4:30 PM
二零二一年末期股息之暫停辦理過戶手續日期 Book closure date for final dividend 2021	二零二二年六月十三日至十六日 13-16 June 2022
派付二零二一年末期股息 Payment of final dividend 2021	二零二二年七月二十六日* 26 July 2022*
公佈截至二零二二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 2022	二零二二年八月十二日* 12 August 2022*
公佈截至二零二二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 2022	二零二二年十月二十一日* 21 October 2022*

* 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二零二一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193頁至第199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。本集團就委聘安永會計師事務所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 2021 is set out in the Independent Auditor's Report on pages 193 to 199. 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 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二零二一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8。於截至二零二一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4,839,000港元的撥備，本集團亦已向安永會計師事務所支付832,000港元、240,000港元及400,000港元分別作為二零二一年中期財務報表審閱、稅務諮詢及二零二零年社會責任報告諮詢的服務費。

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 2021 is shown in Note 8 to the financial statements. For the year ended 31 December 2021, a provision of HK\$4,839,000 was made in the financial statements for service fee payable to Ernst & Young for the annual audit and the Group paid HK\$832,000, HK\$240,000 and HK\$400,000 to Ernst & Young as service fees for review of 2021 interim financial statements, tax consultation and consultation of social responsibility report 2020 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。

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 operations 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.

二零二一年底，根據實際管理需要，本公司對內部管理機構及職能進行了整合，風險管理及內控評價職能由審計部移交至法律合規部，自二零二二年起，法律合規部負責統籌風險、內控、法律、合規管理工作，總部各部室、各業務單位協同配合，法律合規部將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。

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，每半年從風險發生的可能性和影響兩個維度進行評估，辨識本公司可能面臨的主要風險因素，明確各主要風險因素的歸口管理部門，制定風險應對措施，並於每季度對主要風險因素變化情況和重大風險事件進行跟蹤和監測，及時採取和調整應對措施。

在內控體系建設方面，年內，本公司制定《華潤水泥控股有限公司內部控制管理制度》，整合了風險、內控、合規等內容，並新增或修訂多項內控相關操作規範。此外，本公司每年組織開展制度優化工作，梳理現行規章制度，針對存在問題的制度積極修訂和完善，加強對內控管理各個環節的制度管控，不斷完善核心業務和新業務的管理。

According to actual management needs, the Company had consolidated the internal management institutions and their functions in late 2021. The functions of risk management and internal control had been transferred from the Internal Audit Department to the Legal and Compliance Department. Since 2022, the Legal and Compliance Department shall be responsible for organizing the management works of risk management, internal control, legal and compliance, whereas all department at headquarters and all business units coordinate and cooperate in relevant works. The Legal and Compliance Department will report on the execution of the management works of risk management, internal control, legal and compliance to the Board and the Risk and Compliance Committee on a regular basis.

In terms of risk management, the Company had established a sound mechanism for risk assessment and assessment standards. Assessment is conducted every half-year on the two dimensions of probability of occurrence of risks and impact to identify the major risk factors potentially faced by the Company. Measures for tackling risks are formulated upon specifying the responsible management departments for each major risk factor. Changes on the major risk factors and major risk events are tracked and monitored every quarter, and tackling measures will be adopted and adjusted in a timely manner.

In terms of the construction of internal control system, during the year, the Company issued the “Internal Control Management Policy of China Resources Cement Holdings Limited”, which had consolidated the contents on risk, internal control and compliance, added or amended various operational standards relating to internal control. In addition, the Company organizes optimization work on systems every year. After organizing the existing policies and systems, the Company proactively amends and enhances policies to address existing issues. This strengthens the management and control of policies at each step of internal control, and continuously enhance the management of core businesses and new businesses.



為規範合規管理工作，年內，本公司發佈《華潤水泥控股有限公司合規管理制度（試行）》。同時，本公司將合規管理與績效考核掛鉤並納入卓越運營管理評價體系，相關評價指標包括經理人年度申報確認工作完成率、合規檢查整改完成率、不合規事件發生率等，強化合規監督與評價。

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。

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，與高級管理人員審閱此等報告、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。

In order to standardize compliance management, during the year, the Company issued “Compliance Management Policy of China Resources Cement Holdings Limited (Trial)”. At the same time, compliance management shall be linked with performance appraisal and incorporated into the appraisal system for excellent operational management. Relevant appraisal indicators include completion rate of annual declaration and confirmation work by managers, completion rate of rectifications after compliance checks, occurrence rate of non-compliance incidents, etc. This has intensified the monitor and appraisal of compliance.

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.

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 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

於二零二一年，本公司審計部負責評估本集團風險管理及內部監控系統，就系統提供不偏不倚的意見，並將其發現向審核委員會、董事局主席與有關高級管理層匯報，同時負責跟進所有審核發現問題的整改情況，以確保所有問題已獲得合理解決。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經常性與突擊性審核。審計部的代表每年將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。

自二零二二年起，本集團的風險管理(含環境、社會及管治風險)及內部控制之所有工作(包括財務、營運、資訊科技、風險管理、法律及合規控制等)已自審計部移交予法律合規部，而風險管理及內部監控系統的檢討職能已自審核委員會移交予風險與合規委員會。

Internal Audit

During 2021, the Company's Internal Audit Department was responsible for assessing the Group's risk management and internal control systems, formulating an impartial opinion on the systems, and reporting its findings to the Audit Committee, Chairman of the Board and the senior management concerned as well as following up on the rectification of all issues found in audit to ensure that all issues have been reasonably resolved. Depending on the nature of business and risk exposure of individual business units, the scope of work performed by the Internal Audit Department includes recurring audits and dawn raids. Representatives from the Internal Audit Department will 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. Internal audit work report in accordance with the annual internal audit plan, together with the annual internal audit plan of the next year, will be submitted by the Internal Audit Department to the Audit Committee and the Board for approval after the end of the relevant year.

Since 2022, risk management (including ESG risks) and all the works of internal control (including financial, operational, information technology, risk management, legal and compliance controls, etc.) had been transferred from the Internal Audit Department to the Legal and Compliance Department, and the function regarding review on the risk management and internal control systems had been transferred from the Audit Committee to the Risk and Compliance Committee.



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）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網站、本公司網站及公司通訊官方網站發佈之相關公告內披露，並於本年報第149頁至第158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 in place 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, 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 Stock Exchange's website, the Company's website and its official website for corporate communications. Results of the annual review are reported on pages 149 to 158 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忖測和傳言。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。

檢討風險管理及內部監控系統的有效性

根據審核委員會的建議，董事局已批准本公司審計部呈交的二零二一年度內控體系工作報告，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。

集團風險管理

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。

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.

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

On the Audit Committee's recommendation, the Board had approved the internal control system work report 2021 submitted by the Internal Audit Department of the Company, and considered the risk management and internal control systems of the Group have been effective, adequate and appropriate.

Group Risk Management

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

公司秘書羅志力先生為香港執業事務律師。羅先生，72歲，於二零零九年五月二十九日獲委任為公司秘書。彼於一九七六年在香港取得事務律師資格，自此持續執業。於二零二一年一月一日至二零二二年三月三十一日期間，羅先生為胡關李羅律師行的合夥人；自二零二二年四月一日起，彼不再擔任合夥人並轉為擔任顧問律師。儘管羅先生並非本公司的全職僱員，彼向董事局匯報並以他的公司秘書身份就企業管治事宜向董事局提供意見。本公司與羅先生的主要聯絡人為執行董事及總裁紀友紅先生。羅先生確認彼已就二零二一年而言符合事務律師所需的15小時持續專業發展培訓。

組織章程文件

於二零二一年內，本公司的組織章程文件概無變更。

董事局建議修訂本公司組織章程大綱及細則，並提交擬於二零二二年五月二十七日（星期五）召開的股東週年大會審批，以全面落實董事局重點職權，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。修訂方案詳情詳載於股東通函，該股東通函已發送予本公司股東，並已上載至聯交所網站、本公司網站及公司通訊官方網站。

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。自二零二一年起，本公司檢討合規情況以持續符合上市規則附錄三所述的股東保障水平。為符合該等水平並進一步便利本公司股東行使其權利，董事局建議修訂本公司組織章程大綱及細則，並提交擬於二零二二年五月二十七日（星期五）召開的股東週年大會審批。

COMPANY SECRETARY

The Company Secretary, Mr. LO Chi Lik Peter, is a practicing solicitor in Hong Kong. Mr. LO, aged 72, was appointed as the Company Secretary on 29 May 2009. He qualified as a solicitor in Hong Kong in 1976 and has been in continuous practice since qualification. During the period from 1 January 2021 to 31 March 2022, Mr. LO was a partner of Messrs. Woo, Kwan, Lee & Lo. With effect from 1 April 2022, he ceased to be a partner but remained with the firm as a consultant. Although Mr. LO is not a full time employee of the Company, he reports to the Board and in his capacity as Company Secretary advises the Board on corporate governance matters. The primary contact person of the Company with Mr. LO is Mr. Ji Youhong, an executive Director and the Chief Executive Officer. Mr. LO confirmed that he had fulfilled the 15 hours of Continuing Professional Development training required of a solicitor in respect of 2021.

CONSTITUTIONAL DOCUMENTS

During 2021, there was no change in the Company's constitutional documents.

The Board proposed to amend the Memorandum and Articles of Association of the Company for approval at the annual general meeting of the Company to be held on Friday, 27 May 2022, 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 current revised requirements of the Listing Rules and the Cayman Islands Companies Act. Details of the amendment proposal are set out in the circular, which have been sent to shareholders of the Company and uploaded to the Stock Exchange's website, the Company's website and its official website for corporate communications.

SHAREHOLDERS' RIGHTS

Core Shareholder Protection Standards

The Company always pays keen attention to the enforcement and protection of shareholders' rights. Since 2021, the Company has been monitoring its on-going compliance with the shareholder protection standards set out in Appendix 3 of the Listing Rules. In order to conform to these standards and further facilitate shareholders of the Company to enforce their rights, the Board proposed to amend the Memorandum and Articles of Association of the Company for approval at the annual general meeting of the Company to be held on Friday, 27 May 2022.

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，股東特別大會須按以下人士的書面呈請下召開：(1)任何兩名或以上的本公司股東；或(2)為認可結算所的任何一名本公司股東(或其代名人)。書面呈請須送達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4606-08室)提呈董事局；或如本公司在香港不再有主要營業地點，則送達本公司的註冊辦事處(PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands)提呈董事局。

書面呈請須指明召開股東特別大會的目的並由該(等)呈請人簽署，惟該(等)呈請人於送達書面呈請當日須持有不少於本公司繳足股本(其附有於本公司股東大會的投票權)十分之一。

如董事局並無於送達書面呈請日期起計二十一日內正式召開將於其後二十一日內舉行的股東特別大會，則該(等)呈請人或其中代表全體呈請人總投票權一半以上的任何人士可盡可能以董事局可能召開股東特別大會的相同方式召開股東特別大會，惟按此方式召開的任何股東特別大會不得於送達書面呈請日期起計三個月屆滿後舉行，而本公司須向該(等)呈請人償付因董事局未能召開股東特別大會而產生的所有合理開支。

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 (1) any two or more members of the Company; or (2) any one member of the Company which is a recognized clearing house (or its nominees(s)) deposited at the principal place of business of the Company in Hong Kong (Room 4606-08, 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.

The written requisition shall specify the objects of the extraordinary general meeting and be signed by the requisitioner(s), provided that such requisitioner(s) held as at the date of deposit of the written requisition not less than one-tenth of the paid up capital of the Company which carries the voting right at general meetings of the Company.

If the Board does not, within 21 days from the date of deposit of the written requisition, proceed duly to convene the extraordinary general meeting to be held within a further 21 days, the requisitioner(s) 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 3 months from the date of deposit of the written 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上獲選為董事，除非於指定進行該選舉的大會通告寄發翌日起至該大會舉行日期前七日止期間（其最少為七日），由有資格出席大會並於大會上投票的本公司股東（非該名獲提名人士）書面通知公司秘書，其有意於大會上提名該名人士參選，且提交經該名人士簽署表明其參選意願的書面通知。

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4606-08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 cr cement@crc.com.hk 向董事局提出查詢。

上述程序已上載至本公司網站及公司通訊官方網站。

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 7 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 7 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 the candidate's 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/her 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 4606-08, 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 cr cement@crc.com.hk.

The aforesaid procedures have been uploaded to the Company's website and its official website for corporate communications.

與股東及投資者關係

於二零二一年十二月三十一日，本公司有1,272名登記股東，公眾持股總市值達12,866,611,000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。於二零二一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146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，以方便他們了解本公司之表現、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，並透過本公司網站及公司通訊官方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 2021, the Company had 1,272 registered shareholders and total public float capitalization amounted to HK\$12,866,611,000. 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 2021 are disclosed in the Report of the Directors on page 146 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 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 Company's website and its official website for corporate communications 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.



本公司與投資界保持緊密聯絡及致力與股東及投資者維持穩定高效溝通。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。於二零二一年，除業績路演外，本公司參與11場投資者論壇，合共進行約104場投資者會談，與超過730位海內外的基金經理和分析員交流。其中，受疫情影響，會談主要以視頻或電話會議等線上形式進行。

於二零二二年一月，本公司舉辦年度投資者反向路演活動，共有31名分析員參加。此次路演活動以視頻會議形式舉辦，期間，通過線上視頻回顧本公司在骨料、裝配式建築及功能建材等新業務的發展歷程，以及與分析師就水泥行業現狀及展望、本公司水泥及新業務未來發展戰略、本公司節能降耗及碳排放管理舉措等主要議題進行深入交流，進一步加深投資者對水泥行業及本公司未來發展的認識及了解。

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 and makes every effort to maintain stable and effective communications with shareholders and investors. 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 2021, in addition to results roadshows, the Company participated in 11 investor forums and a total of approximately 104 investor meetings, which enabled communications with over 730 domestic and international fund managers and analysts. Among which, meetings were mainly conducted via online formats such as video conference or telephone conference due to the impact of the Epidemic.

In January 2022, the Company organized the annual reverse roadshow with a total of 31 analysts in participation. This roadshow was held via video conference, during which the Company's development milestones in new businesses such as aggregates, prefabricated construction and functional building materials were reviewed via online videos. We also engaged analysts in in-depth discussions on major topics such as the current status and outlook of the cement industry, the Company's future development strategies for cement and new businesses and the Company's measures for energy saving, emission reduction and carbon emissions management. This further deepened the investors' knowledge and understanding of the cement industry and the future development of the Company.

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