

Corporate Governance Report

企業管治報告書

CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good standards of corporate governance practices by emphasising transparency and accountability. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of our shareholders, to comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance practices.

During the Year under review, the Company has complied with the Code Provisions set out in the “Corporate Governance Code” contained in Appendix 14 of the Listing Rules (the “Code”) with the following exceptions:

1. Non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Company’s Articles of Association.
2. The then chairman of the Board, Mr. WANG Bin, was unable to attend the annual general meeting of the Company held on 24 May 2018 (the “Meeting”) due to other business engagement. Mr. WANG Sidong, the vice chairman, executive director and general manager of the Company, chaired the Meeting on behalf of the chairman of the Board and was available to answer questions.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiries of all of the directors, the Company confirms that all of the directors have complied with the required standards set out in the Model Code during the Year.

BOARD OF DIRECTORS

The Board is collectively responsible for overseeing the management of the business and affairs of the Group. The Board currently is comprised of a total of 10 directors, with 3 executive directors, 3 non-executive directors, and 4 independent non-executive directors.

企業管治常規

本公司致力於制訂良好的企業管治常規，尤其著重公司透明度及問責性。董事會不時審閱其企業管治常規，以滿足股東期望及符合越趨嚴謹的監管要求，並履行其優質企業管治的承諾。

於本年度內，本公司已遵守上市規則附錄14所載之企業管治守則（「守則」），惟以下除外：

1. 非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。
2. 前任董事會主席，王濱先生，由於另有事務在身，未能出席本公司於2018年5月24日舉行的股東週年大會（「大會」）。本公司的副董事長、執行董事及總經理王思東先生代表董事會主席主持會議，並回答大會上的提問。

董事進行證券交易

本公司已採納上市規則附錄10所載的標準守則作為有關董事進行證券交易的守則。在向所有董事作出特定查詢後，所有董事確認於本年度內已遵守標準守則規定所載的要求標準。

董事會

董事會共同負責監察本集團的業務及各事務的管理工作。董事會現時由10位董事組成，包括3位執行董事、3位非執行董事及4位獨立非執行董事。

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BOARD OF DIRECTORS (Continued)

The names of the directors are set out in this annual report under the section headed “Corporate Information”.

The biographies of the directors are set out in this annual report under the section headed “Biographical Details of Directors, Senior Management and Company Secretary”.

During the Year, the Board held 7 meetings, the attendance of the directors for the Board, various board committees and general meeting are as follows:

董事會(續)

董事名單詳載於本年報「公司資料」標題下之內文。

董事的履歷詳載於本年報「董事、高級管理層及公司秘書之履歷」標題下之內文。

本年度內，董事會舉行7次會議，各董事出席董事會會議、各董事委員會會議及股東大會的出席紀錄如下：

		Attendance/No. of meetings 出席次數/會議次數					CGC 企業管治 委員會	RMC 風險管理 委員會	General Meeting 股東大會
		Board Meetings 董事會	AC 審核委員會	RC 薪酬委員會	NC 提名委員會				
Executive Directors	執行董事								
Mr. LUO Xi (appointed on 21 September 2018)	羅熹先生 (於2018年9月 21日委任)	1/1	-	1/1	1/1	-	-	-	
Mr. WANG Sidong (appointed on 25 January 2018)	王思東先生 (於2018年 1月25日委任)	5/6	-	0/1	-	1/1	2/4	1/1	
Ms. YU Xiaoping	于小萍女士	7/7	-	-	-	1/1	2/4	0/1	
Mr. WANG Bin (resigned on 21 September 2018)	王濱先生 (於2018年9月 21日辭任)	4/5	-	-	-	1/1	-	0/1	
Mr. LI Jinfu (resigned on 25 January 2018)	李勁夫先生 (於2018年 1月25日辭任)	0/1	-	-	-	-	-	-	
Mr. WANG Tingke (resigned on 17 July 2018)	王廷科先生 (於2018年 7月17日辭任)	3/4	-	-	-	1/1	-	1/1	
Non-executive Directors	非執行董事								
Mr. HUANG Weijian	黃維健先生	7/7	-	-	-	-	-	1/1	
Mr. ZHU Xiangwen	祝向文先生	7/7	-	-	-	-	4/4	1/1	
Mr. WU Changming	武常命先生	7/7	-	-	-	-	-	1/1	
Mr. NI Rongming (retired on 24 May 2018)	倪榮鳴先生 (於2018年 5月24日退任)	3/3	-	-	-	-	2/2	1/1	
Independent Non-executive Directors	獨立非執行董事								
Dr. WU Jiesi	武捷思博士	7/7	2/2	1/1	1/1	-	-	0/1	
Mr. ZHU Dajian	諸大建先生	5/7	1/2	0/1	1/1	-	-	1/1	
Mr. WU Ting Yuk Anthony	胡定旭先生	7/7	-	1/1	0/1	-	-	1/1	
Mr. XIE Zhichun	解植春先生	5/7	1/2	1/1	0/1	-	4/4	0/1	

Note: AC – Audit Committee
RC – Remuneration Committee
NC – Nomination Committee
CGC – Corporate Governance Committee
RMC – Risk Management Committee

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BOARD OF DIRECTORS (Continued)

The Board formulates the overall strategy of the Group, monitors its financial performance and maintains an effective corporate governance structure in each individual subsidiary. Daily operations and administration are delegated to the management of each individual subsidiary. During the Year under review, none of the directors above has or maintained any financial, business, family or other material/relevant relationships with any of the other directors.

The non-executive directors and the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Articles of Association.

NOMINATION POLICY AND BOARD DIVERSITY POLICY

Pursuant to the terms of reference of the nomination committee, the nomination committee is responsible to identify and nominate qualified individuals for appointment as additional directors or to fill Board vacancies as and when they arise, and make recommendation to the Board. Furthermore, the nomination committee will also make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the general manager.

The selection criteria used by the nomination committee in assessing the suitability of a proposed candidate includes: the ability to fulfil director's duties, complement the Company's corporate strategy, equip with relevant experience, reputation, satisfy the board diversity policy etc.. However these factors are not meant to be exhaustive, the nomination committee has the discretion to nominate any person it considers appropriate. Furthermore, the Board has adopted a board diversity policy, when considering the combination of board members, diversity factors including without limitation, age, cultural and educational background, professional experience, skills, knowledge, length of service, and gender, so as to achieve a sustainable and balanced development of the Board to support the Company's strategic goals and maintain sustainable development.

董事會 (續)

董事會擬定本集團之整體戰略，監管其財務表現及確保各間附屬公司具備有效的企業管治架構。日常營運及行政由各間附屬公司的管理層負責。於回顧年度，上述之董事概無與任何其他董事有或保持任何財務、業務、家族或其他重大／相關關係。

非執行董事及獨立非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

提名政策及董事會多元化政策

根據提名委員會的職權範圍書，提名委員會在董事會需要增加董事人數或填補董事空缺時，負責物色及提名合資格的人選，向董事會提出建議。同時，提名委員會亦會就董事委任或重新委任以及董事（尤其是董事長及總經理）繼任計劃向董事會提出建議。

提名委員會將參考各候任人選能否履行董事責任、配合公司策略、具備相關的經驗、聲譽、符合有關董事會多元化等作為甄選的考慮準則。惟此等因素並不旨在涵蓋所有因素，提名委員會可決定提名任何其認為適當的人士。同時，董事會亦設有董事會成員多元化政策，在設定成員組合時會從多個方面考慮成員多元化因素，包括但不限於年齡、文化及教育背景、專業經驗、技能、知識、服務任期及性別，使董事會達致可持續的均衡發展，以支持公司達到戰略目標及維持可持續發展。

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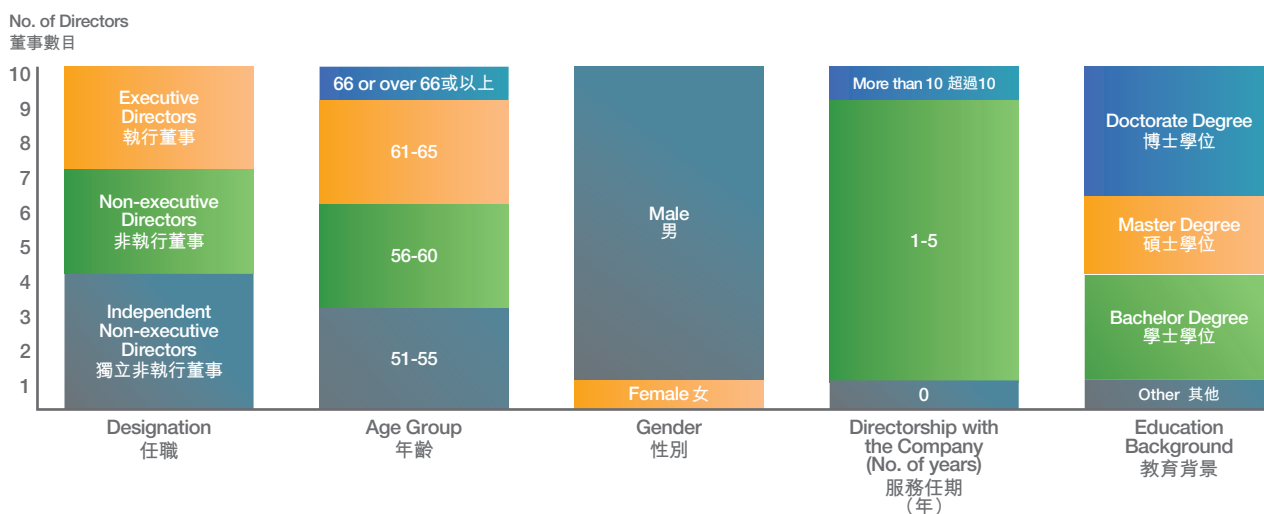
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NOMINATION POLICY AND BOARD DIVERSITY POLICY (Continued)

提名政策及董事會多元化政策 (續)

As at the date of this report, the Board's composition under major criteria for diversity was summarised as follows:

於本報告日期，按主要的多元角度看董事會的組成概覽如下：



Furthermore, Board members equipped with a wide range of professional background and skills, including experience in insurance companies, banks, central banks, government and regulatory agencies, academic research and as directorship of listed companies.

此外，董事會成員擁有廣泛及豐富的專業背景和技能，當中主要包括保險公司、銀行、中央銀行、政府及監管機構、學術研究、以及上市公司任職董事的經驗。

The Board considers that the current board composition is diverse and meets the criteria of the board diversity policy, its experience can supervise and guide the management, and to cope with the Company's development strategies. The Board will review the board diversity from time to time to ensure that the board diversity policy is complied with.

董事會認為現行董事會的組成是多樣的，符合董事會多元化政策的標準，其經驗能對管理層作有效的監督和指導並配合公司的發展戰略。董事會將不時檢討董事會的多樣性，以確保符合董事會的多元化政策。

DIRECTORS' TRAINING

董事培訓

Directors were given relevant guideline materials regarding the duties and responsibilities for being a director, relevant laws and regulations applicable to the directors and the duties on disclosures of interests. Such induction materials will also be provided to newly appointed directors. All directors, including Mr. LUO Xi, Mr. WANG Sidong, Ms. YU Xiaoping, Mr. HUANG Weijian, Mr. ZHU Xiangwen, Mr. WU Changming, Dr. WU Jiesi, Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony and Mr. XIE Zhichun, provided their training record and confirmed that they have complied with A.6.5 of the Code by attending relevant seminars, training sessions and reading materials to develop and refresh their knowledge and skills.

各董事已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例及權益披露之責任之相關指引資料，而於新任董事獲委任為董事後，亦會向其提供該等就任須知資料。所有董事，包括羅熹先生、王思東先生、于小萍女士、黃維健先生、祝向文先生、武常命先生、武捷思博士、諸大建先生、胡定旭先生及解植春先生，均提供其培訓紀錄及確認彼等已透過出席相關主題之座談會、培訓課程及閱讀資料以發展及更新彼等之知識及技能及遵守守則條文第A.6.5條的規定。

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CHAIRMAN AND GENERAL MANAGER

Mr. LUO Xi was appointed as the chairman on 21 September 2018 to take over from Mr. WANG Bin, who resigned on the same date. Mr. WANG Sidong was appointed as the general manager on 25 January 2018 to take over from Mr. LI Jinfu, who resigned on the same date. The roles of the chairman and the general manager are clearly defined, segregated and established in writing and are not exercised by the same individual.

BOARD COMMITTEES

The Company currently has 5 board committees (namely the Audit Committee, Remuneration Committee, Nomination Committee, Corporate Governance Committee and Risk Management Committee) with defined terms of reference which are posted on the websites of the Company and the Stock Exchange (while the Terms of reference of the Corporate Governance Committee are posted on the website of the Company only).

AUDIT COMMITTEE

An Audit Committee with specific written terms of reference was established by the Company on 29 May 2000.

The written terms of reference for the Audit Committee are in accordance with the Code. The Audit Committee meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control system and the interim and annual results of the Group.

Currently, Dr. WU Jiesi, independent non-executive director, is the chairman of the Audit Committee, with 2 independent non-executive directors, namely Mr. ZHU Dajian and Mr. XIE Zhichun as members.

During the period from 1 January 2018 to the date of this annual report, the Audit Committee held 3 meetings. The subject matters of the work performed are mainly as set out below:

- Reviewed the interim results, annual results of the Company and its subsidiaries for the 2018 financial year;
- Reviewed and recommended the re-appointment of the auditors, approved the remuneration and terms of engagement of the auditors and assessed the auditors' independence, objectivity and the effectiveness of the audit process; and
- Reviewed the system of internal controls and the findings and recommendations of the internal audit function.

董事長及總經理

羅熹先生於2018年9月21日獲委任接替於同日辭任的王濱先生為董事長。王思東先生於2018年1月25日獲委任接替於同日辭任的李勁夫先生為總經理。董事長及總經理的角色是清晰界定、分開並以書面列載的，並非由同一人士擔任。

董事委員會

本公司現設有5個董事委員會（分別為審核委員會、薪酬委員會、提名委員會、企業管治委員會及風險管理委員會），其界定的職權範圍已載於本公司網站及聯交所網站（惟企業管治委員會的職權範圍僅載於本公司網站）。

審核委員會

本公司於2000年5月29日成立具有特定成文權責範圍的審核委員會。

審核委員會的書面權責範圍已根據守則編制。審核委員會定期與本集團高級管理層及外聘核數師舉行會議，檢討本集團的內部監控系統的成效及中期與年度業績。

現時審核委員會主席為獨立非執行董事武捷思博士，成員包括2位獨立非執行董事諸大建先生及解植春先生。

2018年1月1日起至本年報日期，審核委員會曾舉行3次會議。審核委員會所履行的主要工作如下：

- 審閱本公司及其附屬公司2018年度的中期及年度業績；
- 檢討及建議核數師的重新委任、批准核數師的薪酬及聘用條款及評核核數師的獨立客觀性及核數程序是否有效；及
- 審閱內部監控系統及內部審計功能的調查結果。

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REMUNERATION COMMITTEE

A Remuneration Committee with specific written terms of reference was established by the Company on 24 February 2005.

The principal duties of the Remuneration Committee include the making of recommendations to the Board on the Company's policy and structure for all remuneration of the directors and senior management; the establishment of a formal and transparent procedure for developing the policy on such remuneration; to assess the performance of executive directors and to determine the specific remuneration packages of all executive directors and senior management.

The main principles of the Group's remuneration policies are:

- (a) Remuneration should be determined by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, employment conditions elsewhere in the Group and the appropriateness of performance-based remuneration;
- (b) Performance-based remuneration should be reviewed and approved with reference to the corporate goals and objectives approved by the Board from time to time; and
- (c) No director should be involved in deciding his or her own remuneration.

Mr. LUO Xi, chairman and executive director of the Company was appointed as a member of the Remuneration Committee on 21 September 2018 to take over from Mr. WANG Bin, who resigned on the same date. Mr. WANG Sidong, vice chairman, executive director and general manager of the Company, was appointed as a member of the Remuneration Committee on 25 January 2018 to take over from Mr. LI Jinfu, who resigned on the same date. Currently, Mr. ZHU Dajian, independent non-executive director, is the chairman of the Remuneration Committee, with 2 executive directors, namely Mr. LUO Xi and Mr. WANG Sidong, 3 independent non-executive directors, namely Dr. WU Jiesi, Mr. WU Ting Yuk Anthony and Mr. XIE Zhichun, as members.

薪酬委員會

本公司於2005年2月24日成立具有特定成文權責範圍的薪酬委員會。

薪酬委員會的主要職責包括向董事會就公司所有董事及高級職員薪酬的政策及架構提交建議；設立正式及富透明度的程序以制定該等薪酬的政策；評估執行董事的表現及訂定全體執行董事及高級管理層的薪酬待遇。

本集團薪酬政策之主要原則包括下列各項：

- (a) 薪酬應參考如同類公司提供的薪酬，工時、職責、集團內其他職位的僱用條件及應否按表現釐定薪酬等因素而釐定；
- (b) 在審閱及批准按表現而釐定的薪酬時，應參照董事會不時已修訂的公司目標；及
- (c) 董事不應參與釐定其自身的薪酬。

羅熹先生，本公司董事長及執行董事，於2018年9月21日獲委任接替於同日辭任的王濱先生為薪酬委員會的成員。王思東先生，本公司副董事長、執行董事及總經理，於2018年1月25日獲委任接替於同日辭任的李勁夫先生為薪酬委員會的成員。現時薪酬委員會主席為獨立非執行董事諸大建先生，成員包括2位執行董事羅熹先生及王思東先生，3位獨立非執行董事，武捷思博士、胡定旭先生及解植春先生。

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REMUNERATION COMMITTEE (Continued)

During the period from 1 January 2018 to the date of this annual report, the Remuneration Committee held 1 meeting. The subject matters of the work performed are mainly as set out below:

- Approved the remuneration and discretionary bonuses of directors and senior management; and
- Approved the appointment letters of directors.

NOMINATION COMMITTEE

A Nomination Committee with specific written terms of reference was established by the Company on 29 March 2012.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors and assessing the independence of the independent non-executive directors to ensure that the Board has a balance of expertise, skills, experience and diversity.

Mr. LUO Xi, chairman and executive director of the Company was appointed as the chairman of the Nomination Committee on 21 September 2018 to take over from Mr. WANG Bin, who resigned on the same date. Currently, Mr. LUO Xi, chairman and an executive director, is the chairman of the Nomination Committee, with 4 independent non-executive directors, namely Dr. WU Jiesi, Mr. ZHU Dajian, Mr. WU Ting Yuk Anthony and Mr. XIE Zhichun, as members.

During the period from 1 January 2018 to the date of this annual report, the Nomination Committee held 2 meetings. The subject matter of the work performed are mainly as set out below:

- Reviewed the structure, size and composition of the Board;
- Assessed the independence of the independent non-executive directors; and
- Made recommendations to the Board on the appointment and reappointment of directors.

薪酬委員會 (續)

2018年1月1日起至本年報日期，薪酬委員會曾舉行1次會議。薪酬委員會所履行的主要工作如下：

- 批准董事及高級管理人員薪酬及酌情花紅；及
- 批准董事的委任函件。

提名委員會

本公司於2012年3月29日成立具有特定成文職權範圍的提名委員會。

提名委員會主要職責包括負責檢討董事會的組成、就董事的提名及委任制定相關的程序及評核獨立非執行董事的獨立性，以確保董事會之專業知識、技能、經驗及多元化取得平衡。

羅熹先生，本公司董事長及執行董事，於2018年9月21日獲委任接替於同日辭任的王濱先生為提名委員會的主席。現時提名委員會主席為董事長及執行董事羅熹先生，成員包括4位獨立非執行董事，武捷思博士、諸大建先生、胡定旭先生及解植春先生。

2018年1月1日起至本年報日期，提名委員會曾舉行2次會議。提名委員會所履行的主要工作如下：

- 檢討董事會架構、人數及組成；
- 評估獨立非執行董事的獨立性；及
- 就委任及重新委任董事向董事會提供建議。

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CORPORATE GOVERNANCE COMMITTEE

A Corporate Governance Committee with specific written terms of reference was established by the Company on 17 October 2014. The principal duties of the Corporate Governance Committee includes developing and reviewing the Company's policies and practices on corporate governance, and the compliance with the corporate governance code.

Mr. LUO Xi, chairman and executive director of the Company was appointed as the chairman of the Corporate Governance Committee on 21 September 2018 to take over from Mr. WANG Bin, who resigned on the same date. Mr. WANG Tingke, resigned as a member of the Corporate Governance Committee on 17 July 2018. Mr WANG Sidong, vice chairman, executive director and general manager of the Company, was appointed as a member of the Corporate Governance Committee on 25 January 2018 to take over from Mr. LI Jinfu, who resigned on the same date. Currently, Mr. LUO Xi, chairman and executive director, is the chairman of the Corporate Governance Committee, with 2 executive directors, namely Mr. WANG Sidong and Ms. YU Xiaoping, as members.

During the period from 1 January 2018 to the date of this annual report, the Corporate Governance Committee held 2 meetings. The subject matters of the work performed are mainly as set out below:

- Reviewed the training and continuous professional development of the directors and senior management; and
- Reviewed compliance with the code and disclosure in the Corporate Governance Report.

企業管治委員會

本公司於2014年10月17日成立具有特定成文權責範圍的企業管治委員會。企業管治委員會主要職責包括制定及檢討企業管治政策和常規及企業管治守則的遵守情況。

羅熹先生，本公司董事長及執行董事，於2018年9月21日獲委任接替於同日辭任的王濱先生為企業管治委員會的主席。於2018年7月17日，王廷科先生辭任企業管治委員會成員。王思東先生，本公司副董事長、執行董事及總經理，於2018年1月25日獲委任接替於同日辭任的李勁夫先生為企業管治委員會成員。現時企業管治委員會主席為董事長及執行董事羅熹先生，成員包括2位執行董事王思東先生和于小萍女士。

2018年1月1日起至本年報日期，企業管治委員會曾舉行2次會議。企業管治委員會所履行的主要工作如下：

- 審閱各董事及高級管理層的培訓及持續專業發展；及
- 審閱守則的合規情況及企業管治報告的披露。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT COMMITTEE

A Risk Management Committee with specific written terms of reference was established by the Company on 30 December 2015. The principal duties of the Risk Management Committee includes overseeing the Company's and its subsidiaries overall risk management framework, being the second line of defense and to advise the Board on the Group's risk-related matters.

Mr. NI Rongming resigned as a member of the Risk Management Committee on 24 May 2018. Mr WANG Sidong, vice chairman, executive director and general manager of the Company, was appointed as a member of the Risk Management Committee on 25 January 2018 to take over from Mr. LI Jinfu, who resigned on the same date. Currently, Mr. XIE Zhichun, independent non-executive director, is the chairman of the Risk Management Committee, with 2 executive directors, namely Mr. WANG Sidong and Ms. YU Xiaoping, 1 non-executive director, namely Mr. ZHU Xiangwen, as members.

During the period from 1 January 2018 to the date of this annual report, the Risk Management Committee held 5 meetings. The subject matters of the work performed are mainly set out below:

- Reviewed the quarterly risk management reports and annual compliance report; and
- Reviewed the risk appetite of the Group.

AUDITOR'S REMUNERATION

PricewaterhouseCoopers is the auditor of the Company. The services provided by them include audit, other assurance and non-audit services. During the 2018 financial year, the fees paid and payable for the Group was HK\$31.47 million, of which the fees for the statutory audit and other services were HK\$23.65 million and HK\$7.82 million, respectively.

風險管理委員會

本公司於2015年12月30日成立具有特定成文權責範圍的風險管理委員會。風險管理委員的主要職責包括監察本公司及其附屬公司的整體風險管理框架，擔當第二道防線，並就本集團的風險相關事宜向董事會提供意見。

於2018年5月24日，倪榮鳴先生退任風險管理委員會成員。王思東先生，本公司副董事長、執行董事及總經理，於2018年1月25日獲委任接替於同日辭任的李勁夫先生為風險管理委員會成員。現時風險管理委員會主席為獨立非執行董事解植春先生，成員包括2名執行董事王思東先生和于小萍女士、1名非執行董事祝向文先生。

2018年1月1日起至本年報日期，風險管理委員會曾舉行5次會議。風險管理委員會所履行的主要工作如下：

- 審閱季度全面風險管理報告及年度合規報告；及
- 審閱集團的風險偏好。

核數師酬金

羅兵咸永道會計師事務所為本公司的核數師。彼等所提供的服務包括審計、其他鑑證及非審計服務。於2018年財務年度，有關本集團已付及應付的服務費為3,147萬港元，當中法定審計及其他服務費分別為2,365萬港元及782萬港元。

Corporate Governance Report

企業管治報告書

RESPONSIBILITY STATEMENT OF DIRECTORS ON FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of the financial statements which gives a true and fair view of the Company's financial position, performance results and cash flows. To the best knowledge of the Directors, there was no material event or condition during the reporting period that might have a material adverse effect on the continuing operation of the Company.

The statement of the auditor of the Company on their responsibilities on the financial statements is set out in the Independent Auditor's Report on page 330 to 337.

COMPANY SECRETARY

Mr. ZHANG Ruohan ("Mr. Zhang") is a senior management, chief financial officer and company secretary of the Company. Mr. Zhang had taken no less than 15 hours of the relevant professional training on review of the Listing Rules and other compliance requirements during the Year.

RISK MANAGEMENT

The Company has set up a comprehensive risk management system covering the entire group. The governance structure, rules and regulations, working mechanisms and procedures for risk management have been established and further improved. The Group achieved excellent results in the 2018 CBIRC Solvency Aligned Risk Management Requirements and Assessment ("SARMRA") and Integrated Risk Rating, and the SARMRA assessment results of TPL, TPI, TPP and TPre (China) were all above 80 points, which effectively reduced the capital consumptions, and successfully fulfilled the objectives and goals determined by the board of directors.

The Board conducted an annual review on the Group's risk management according to its responsibilities in order to ensure the effectiveness of risk management practice.

董事關於財務報表的責任聲明

董事負責監督編製財務報表，以使財務報表真實公允反映本公司的財務狀況、經營成果及現金流量。就董事所知，報告期內並無任何可能對本公司的持續經營產生重大不利影響的事件或情況。

有關本公司的核數師就財務報表應承擔的責任聲明，詳列於第330至337頁獨立核數師報告書內。

公司秘書

張若晗先生（「張先生」）為本公司之高級管理人員、財務總監及公司秘書。年內，張先生參加不少於15小時有關上市規則及其他合規要求的專業培訓。

全面風險管理

本公司已建立覆蓋全集團的全面風險管理體系，風險管理的組織架構、制度、工作機制與流程等進一步得到健全。在中國銀保監會2018年償付能力風險管理能力評估（SARMRA）及風險綜合評級中均取得了優秀成績，太平人壽、太平財險、太平養老和太平再保險（中國）的SARMRA評估結果都在80分以上，有效降低了資本佔用，圓滿完成了董事會確定的目標任務。

董事會根據職責對風險管理工作進行年度審查，保證其執行有效性。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT (Continued)

In 2018, the Company closely followed the risk appetite of “Making Progress while Maintaining Stability and Adherence to the Bottom Line” to deal with various risks encountered in the operation. It stuck to the bottom line that no systematic risk shall occur, and adhered to the principle of “Stabilising Growth with Risk Prevention”, and exerted effort to implement its strategies under the premise of strictly preventing financial risks. It improved the establishment of the comprehensive risk management system with “Three Lines of Defense”, implemented the risk appetite, perfected the risk management framework, strengthened the risk management information system, and enhanced the capability to identify and monitor risks, in order to promptly solve existing risks and effectively prevent new risks. The board considers that the risk management of the Company during 2018 was effective as a whole and that risks were manageable.

I. The Board’s Statement in Respect of Comprehensive Risk Management Responsibilities

The Board of the Company is responsible for establishing and maintaining an effective comprehensive risk management system. The comprehensive risk management of the Company are jointly supervised and implemented by the Board, the management and all staff members. The goal of the comprehensive risk management of the Company is to promote the realisation of the strategic objective with emphasis on the matching of risks and returns while at the same time maintain stability and prudence.

Given the limitations of the risk management system, reasonable guarantees can only be given in relation to the objectives mentioned above, and the effectiveness of our risk management over the Company may change as the internal environment, external environment and business situation change.

全面風險管理 (續)

2018年本公司緊緊圍繞「穩中求進、嚴守底線」的風險偏好對待經營中面臨的各類風險，牢牢守住不發生系統性風險底線，堅持「防風險、穩增長」的原則，在嚴防金融風險的前提下，推動戰略落地。通過「三道防線」的全面風險管理體系，落實風險偏好，完善風險管理制度，加強風險管理信息化建設，增加識別、監測風險的能力，及時化解存量風險，有效防範增量風險。董事會認為本公司2018年風險管理整體有效及足夠，風險可控。

一、 董事會對於全面風險管理責任的聲明

建立健全並有效實施全面風險管理是本公司董事會的職責，本公司全面風險管理由董事會、管理層和全體員工共同實施，本公司全面風險管理的目標為在強調風險與收益相匹配的原則下，穩健審慎地推進公司戰略目標的實現。

由於全面風險管理體系存在固有局限性，本公司對達到上述目標僅提供合理保證；且風險管理的有效性亦可能隨公司內、外部環境及經營情況的改變而改變。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT (Continued)

I. The Board's Statement in Respect of Comprehensive Risk Management Responsibilities (Continued)

The Directors conduct quarterly regular self-assessment on the risk management system each year and continue to improve its performance. It was considered that no material defect was found in the both the framework design and the execution of the risk management during the reporting period. Although shortcomings and deficiencies in the risk management found during routine inspections may lead to certain risks, these risks were considered manageable and did not create substantial impact on the financial reporting objectives of the Group. Corrective measures for such risks have been and continue to be implemented. The Board considers that, since the year commencing 1 January of the reporting period, the Group's risk management system has been sound, effective and adequate.

The Company's risk management report of 2018 has been completed and has been reviewed and approved by the Board. The Board and all of its members are responsible for the risk management report's truthfulness, accuracy and integrity.

II. The Three Lines of Defense for the Comprehensive Risk Management Framework

The Board leads the risk management process. Under the Board, there is a Risk and Compliance Committee at the management level. The Risk and Compliance Committee at the management level is responsible for execution of risk management practices with the direct support from Risk Management Department, Risk Management Department itself works closely with various departments and functions. The Audit Committee under the Board, the Audit Committee at the management level and the internal audit divisions are the third line of defense and they are responsible for assessing the effectiveness of the three line of defense.

All functional and business departments constitute the first line of defense. They take direct responsibility for risk management of the Company.

全面風險管理 (續)

一、董事會對於全面風險管理責任的聲明 (續)

公司董事每季度定期對每年度的全面風險管理體系進行自我評估和持續改進。評估認為，於本報告期內，未發現本公司存在風險管理設計或執行方面的重大缺陷。日常檢查發現的不足或缺陷而可能導致的風險均在可控範圍內，並認真整改落实，對本公司財務報告目標的實現不構成實質性影響。本公司董事會認為，自本年度1月1日起至本報告期末止，本公司全面風險管理體系是健全的、有效及足夠的。

本公司2018年度全面風險管理報告已完成並已經過董事會審議，本公司董事會及其全體成員對風險管理報告內容的真實性、準確性和完整性承擔責任。

二、公司全面風險管理的三道防線

本公司已建立在董事會的直接領導下，由經營層風險及合規委員會協助，管理層直接管理或執行，風險管理部門牽頭組織，各職能部門各司其職，全體員工共同參與，董事會審核委員會、經營層審計及稽核委員會和內部審計機構負責監督的全面風險管理的三道防線。

第一道防線由各職能部門和業務單位組成，對風險管理工作直接負責。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT (Continued)

II. The Three Lines of Defense for the Comprehensive Risk Management Framework (Continued)

The Risk Management Committee of the Board, the Risk and Compliance committees at the management level, together with the Risk Management Department constitute the second line of defense. Their responsibilities are to formulate a comprehensive risk management plan and to organise and coordinate the construction of the Comprehensive Risk Management Framework.

The Audit Committee of the Board, the Audit Committee at the management level and TPFAS constitute the third line of defense. Their main responsibilities are to analyse and evaluate the adequacy and effectiveness of the comprehensive risk management practices.

III. Status of Risk Management and Internal Control Assessment

3.1 Status of the Risk Management Assessment

In 2018, the Company carried out its comprehensive risk management focusing on three key points, i.e. “Comprehensive”, “Key” and “Innovative”, performed the risk prevention and control requirement of the Board and management of the Group, advanced the establishment of the comprehensive risk management system with risk capital as the core by quantifying and analysing risk capital; optimised the risk appetite management process and risk indicator system to further strengthen the independent assessment function of risk management; put forward the R&D and application of risk management tools such as information system and quantitative risk model and launched the development of “Intelligent Risk Control Platform”, with the risk quantification level being improved and applied continuously; made outstanding achievement on SARMRA related works; hold the bottom line of keeping out systematic significant risk by supervising and inspecting the risk prevention and control operation in key institutions and key areas as well as guiding each department to track, analyse and control the key risks appropriately. As such, a solid risk management foundation was laid for the sustainable and healthy development of each business line of the Group.

全面風險管理 (續)

二、公司全面風險管理的三道防線 (續)

第二道防線由董事會風險管理委員會、經營層風險及合規委員會、風險管理部門組成，負責制定全面風險管理方案，並組織、協調全面風險管理體系建設。

第三道防線由董事會審核委員會、經營層審計及稽核委員會、太平金融稽核服務組成，負責審查和評價全面風險管理體系的充分性和有效性。

三、風險管理及內部控制工作開展情況

3.1 風險管理工作開展情況

本公司2018年全面風險管理工作緊圍繞「全面」、「重點」和「創新」三個關鍵詞，認真落實集團董事會和經營層關於風險防控工作要求，推進以風險資本為核心的全面風險管理體系建設，開展風險資本計量及分析工作；優化風險偏好管理流程和指標體系，風險管理獨立評估職能得到進一步強化；推進信息系統、風險量化模型等風險管理工具的研究開發和應用，啟動「智能風控平台」建設，風險量化水準得到持續優化和應用；紮實做好償付能力風險管理能力評估 (SARMRA) 相關工作並取得優秀成績；對重點機構、重點領域開展風險防控工作督導檢查，指導各單位做好重點風險的跟蹤、分析和管控，守住了不發生系統性重大風險的底線，為集團各項業務持續健康發展提供有力的風險管理保障。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT (Continued)

III. Status of Risk Management and Internal Control Assessment (Continued)

3.1 Status of the Risk Management Assessment (Continued)

3.1.1 The Establishment of Risk Management System

In 2018, the Company firstly enhanced the construction of comprehensive risk management throughout of the Company according to the internal risk management needs under a “Unified Framework, Hierarchical Management” mode, which further improved the risk management process and system; secondly, it fully implemented the division of responsibilities among different departments under the “Three Lines of Defense” of the comprehensive risk management, and continuously improved the risk prevention and control mechanism, creating synergy between risk prevention and control.

3.1.2 The Overall Strategies and Implementation Status of Risk Management

With regard to the overall interests of the shareholders and clients, the Company implemented a comprehensive risk management strategy under the framework of comprehensive risk management, with the aims to enhance the effectiveness of operational management, improve the efficiency and effects of operational activities, and reduce the uncertainties in achieving operational targets, thus ensuring the continued growth of the Company’s value. Furthermore, in accordance with the development strategies based on its own capabilities and external environment, the Company established the “Making Progress while Maintaining Stability and Adherence to the Bottom Line” risk appetite framework.

全面風險管理 (續)

三、風險管理及內部控制工作開展情況 (續)

3.1 風險管理工作開展情況 (續)

3.1.1 風險管理組織體系建設情況

2018年度，公司一是按照全面風險管理及「統一框架、分級管理」的內部風險管理需要推進全系統的風險管理組織體系建設，風險管理條線工作流程與機制得到進一步提升；二是通過貫徹落實全面風險管理下「三道防線」職能部門的職責分工，持續完善風險防控工作機制，形成風險防控合力。

3.1.2 風險管理總體策略及其執行情況

公司綜合考慮股東、客戶雙方的利益，在全面風險管理體系框架下實行全面風險管理策略，增強經營管理的有效性，提高經營活動的效率和效果，降低實現經營目標的不確定性，保障公司價值持續增長，並根據自身條件和外部環境，圍繞發展戰略，確定「穩中求進、嚴守底線」的風險偏好。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT (Continued)

III. Status of Risk Management and Internal Control Assessment (Continued)

3.1 Status of the Risk Management Assessment (Continued)

3.1.3 Status of Risk Management Framework Design

The Company continuously strengthened the construction of risk appetite system and risk management system. On one hand, it further integrated the corporate risk management and strategic objectives, business model, product pricing, mode of financing, capital management and corporate governance, strived to realise the mutual balance between business scale, operation revenues and risk capital, and to achieve the maximum risk adjusted return according to the “Making Progress while Maintaining Stability and Adherence to the Bottom Line” risk appetite in response to changes in the corporate strategies, market, regulation and internal management. On the other hand, it continuously promoted the implementation of comprehensive risk management system, and further improved the compliance effectiveness and risk management effect of the Company’s risk management system by integrating the requirements of the risk management system into all aspects of the operational management.

The Company kept enhancing the development and application of risk management tools. Firstly, it promoted the application of information technology in risk management, promoted the building of the Group’s big data platform, launched the “Intelligent Risk Control Platform” project; secondly, extend the application of innovative research achievements in quantitative model for operation risks and alternative investment risk management and explored the application of risk capital in areas such as business planning, budget management and performance assessment.

全面風險管理 (續)

三、風險管理及內部控制工作開展情況 (續)

3.1 風險管理工作開展情況 (續)

3.1.3 風險管理基礎建設情況

持續加強風險偏好體系及風險管理制度建設，一方面根據公司戰略、市場、監管、內部管理等變化，按照「穩中求進，嚴守底線」的風險偏好，使企業風險管理與戰略目標、業務模式、產品定價、融資方式、資本管理、公司治理等方面進一步結合，努力做到業務規模、經營收益與風險資本相互均衡，力求風險調整後收益的最大化。另一方面持續推進全面風險管理制度體系的落地實施，通過將風險管理制度要求貫穿到經營管理的各個環節，進一步提升了公司風險管理制度的遵循有效性和風險管理效果。

繼續推進風險管理工具的開發與應用，一是推動信息化手段在風險管理工作中的應用，推進集團大數據平台建設，啟動實施「智能風控平台」項目；二是推進操作風險量化模型、另類投資風險管理量化模型工具創新研究成果的應用，探索風險資本在業務規劃、預算管理、績效考核等方面的應用。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT *(Continued)*

III. Status of Risk Management and Internal Control Assessment *(Continued)*

3.1 Status of the Risk Management Assessment *(Continued)*

3.1.3 Status of Risk Management Framework Design *(Continued)*

The Company highly emphasised the risk management culture cultivation and talent cultivation. Firstly, the Company advanced the risk management from the strategy perspective by promoting the establishment of comprehensive risk management system with risk capital as the core and stressing the necessity and importance of risk management with risk capital management as the core; secondly, the Company continued to build the professional team for risk management through both internal and external recruitment efforts.

3.2 Status of the Internal Control

During the reporting period, pursuant to the relevant laws and regulations as well as regulatory requirements, while taking into consideration of factors such as its development strategies and market changes, the Company optimised the internal control system on the control environment, risk identification and assessment, control activities, information and communication, and monitoring.

全面風險管理 (續)

三、風險管理及內部控制工作開展情況 (續)

3.1 風險管理工作開展情況 (續)

3.1.3 風險管理基礎建設情況 (續)

高度重視風險管理文化培育和人才培養，一是公司從戰略高度推進風險管理工作，推動建立以風險資本為核心的全面風險管理體系，強調以風險資本管理為核心的風險管理的必要性和重要性；二是公司繼續通過內部培養、外部引進相結合的方式，推進風險管理專業人才隊伍建設。

3.2 內部控制工作開展情況

報告期內，公司根據相關法律法規和監管規定，結合公司發展戰略、市場變化等因素，在控制環境、風險識別與評估、控制活動、信息與溝通、監督等五個方面對內部控制體系進行了優化完善。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT *(Continued)*

III. Status of Risk Management and Internal Control Assessment *(Continued)*

3.2 Status of the Internal Control *(Continued)*

The Internal Control Environment has been Continuously Optimised

The Company further improved the corporate governance and continuously deepen the construction of the Board and the senior management. The corporate governance structure established by the Board and the senior management is of good operation, clear authorisation and responsibilities, effective check and balance, and the internal control organisation structure based on “Three Lines of Defense” has been established and is operating effectively. The rules of procedure and decision-making mechanism have been enhanced, and the internal rule system has become more complete under strengthened management. The Company carried out activities such as internal compliance trainings and typical case studies to promote its internal compliance culture as internal control and compliance is everyone’s responsibility.

The Ability of Risk Identification and Assessment has been Further Improved

Based on the principle of “Making Progress while Maintaining Stability and Adherence to the Bottom Line”, the Company has continuously enhanced the risk appetite system and risk management system, advanced the implement of the “C-ROSS”, and strengthened independent risk assessment. Further, the Company also strengthened the application of innovative tool of risk management, including the risk implementation information system and risk quantification model.

全面風險管理 (續)

三、風險管理及內部控制工作開展情況 (續)

3.2 內部控制工作開展情況 (續)

內部控制環境不斷優化

公司進一步完善公司治理，持續深化「一會一層」建設，由董事會和高級管理層構建的公司治理結構運作規範、權責分明、制衡有效，以「三道防線」為主的內部控制組織架構已經建立並有效運行。完備議事規則和決策機制，規範制度建設與管理。組織開展內控合規培訓、典型案例警示教育等，宣導內控合規、人人有責的內控合規文化。

風險識別與評估能力進一步提升

公司按照「穩中求進、嚴守底線」的原則，持續完善風險偏好體系和風險管理制度，推進「償二代」制度與公司經營各個環節的結合，進一步強化獨立風險評估職能。加強風險執行信息系統建設、風險量化模型等風險管理工具的創新應用。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT *(Continued)*

III. Status of Risk Management and Internal Control Assessment *(Continued)*

3.2 Status of the Internal Control *(Continued)*

The Effect of Control Activities has been Increasingly Evident

The Company persisted in optimising the business analysis regime and implementing operating plans and management measures to increase its emphasis on sale control. Also, the Company were committed to regulating business procedures and its internal control standards to continuously strengthen its operational control. With the establishment of five-tier classification of investment assets and working rules of the investment committee, the Company carried out investment risk screening and intensified the investment risk reporting, which further strengthened control on funds utilisation. Measures have been taken to further reinforce the information system control, including operational safety control and construction of technology platform. The Company has strengthened control on various aspects such as finance costs, product pricing, reinsurance, anti-money laundering, related party transaction, centralised procurement and engineering construction, to continuously deepen control on basis management.

Internal Information Exchange and Communication has been More Efficient

The Company has established a major emergency reporting mechanism and contingency plans to enhance the management of major cases and emergencies. In addition, the company improved management of official website, official Weibo and image copyright, established spokesperson mechanism and brand crisis response mechanism, with an aim to standardise its press release and information disclosure.

全面風險管理 (續)

三、風險管理及內部控制工作開展情況 (續)

3.2 內部控制工作開展情況 (續)

控制活動效果持續加強

公司持續完善經營分析制度，落實經營計劃和管理措施，不斷加強銷售控制。推進業務流程及其內控標準梳理，持續加強運營控制。建立投資資產五級分類標準和投資決策委員會工作規則，組織開展投資風險排查，強化投資風險報告，進一步加強資金運用控制。採取運營安全管控、技術平台建設等手段，進一步加強信息系統控制。強化財務費用、產品精算、再保險、反洗錢、關連交易、集中採購、工程建設等方面的管控，持續深化基礎管理控制。

信息與溝通更加順暢

公司建立重大突發事件報告制度與應急預案，強化重大事件和應急事件管理。加強官網、官微、圖片版權管理，建立新聞發言人制度和品牌危機事件回應機制，規範對外新聞稿件報送和信息披露。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT (Continued)

III. Status of Risk Management and Internal Control Assessment (Continued)

3.2 Status of the Internal Control (Continued)

Internal Supervision has been Deepened

The Company has established an independent internal audit entity, and constructed a full-coverage internal audit supervision model based on COSO-ERM enterprise risk management content framework. It focused on related party transactions, engineering construction, funds utilisation and investment risk management, centralised procurement and other important areas to implement risk audit, which has helped the Company to identify and rectify issues, and introduce various measures to strengthen the control of violations.

3.2.1 Internal Control Assessment

During the reporting period, pursuant to the Listing Rules of the Stock Exchange, the Basic Standards for Enterprise Internal Control and the supplementary guidelines jointly promulgated by the five ministries, including the Ministry of Finance of the PRC, and the relevant regulatory provisions issued by CBIRC, the Company conducted systematic activities such as investigation, testing, analysis and evaluation, and employed techniques such as interviews, seminars, on-site inspections, sampling and comparative analysis and others. Through two stages of self-assessment and internal audit review assessment, the Company analysed and identified internal control defects from five aspects: control environment, risk identification and assessment, control activities, information and communication, and monitoring. As a result, comprehensive assessment was made to the internal control system, its implementation and operation results of the Company and the relevant conclusions were formed.

全面風險管理 (續)

三、風險管理及內部控制工作開展情況 (續)

3.2 內部控制工作開展情況 (續)

內部監督不斷深化

公司設立獨立的內部審計機構，依據COSO-ERM企業風險管理內容框架，建立全覆蓋的內部審計監督模式，重點圍繞關連交易、工程建設、資金運用和投資風險管理、集中採購等多個重要領域，實施風險審計。強化違規問責和問題整改，出台多項措施加強案件防控工作。

3.2.1 內部控制評價

報告期內，公司根據聯交所上市規則、中國財政部等五部委《企業內部控制基本規範》及其配套指引，以及中國銀保監會相關監管規定，通過調查、測試、分析、評估等系統性活動，綜合運用訪談、專題討論、實地查驗、抽樣和比較分析等方法，經過公司自我評價和內部審計機構覆核評價兩個階段，從控制環境、風險識別和評估、控制活動、信息與溝通、監督等五個方面，分析、識別內部控制缺陷，對公司內部控制體系、實施和運行結果進行了全面評價，形成了評價結論。

Corporate Governance Report

企業管治報告書

RISK MANAGEMENT *(Continued)*

III. Status of Risk Management and Internal Control Assessment *(Continued)*

3.2 Status of the Internal Control *(Continued)*

3.2.1 Internal Control Assessment *(Continued)*

The internal control assessment results show that the Company has established relatively sound internal control infrastructure, internal control management system, and risk management system, and constantly optimised the business control processes, improved the control on information systems, strengthened internal control management and supervision, ensured the achievement of the Company's internal control objectives in terms of organisation, personnel, systems, processes and execution. The Company's internal control system is basically sound and reasonable, operating effectively and functioning well. No major deficiencies were found.

According to the assessment results, the Company will continuously rectify the internal control defects identified, and follow up and evaluate the implementation of the rectification measures.

IV. Handling and Dissemination of Inside Information

For the purpose of handling and disseminating inside information, the Group has taken various procedures and measures, including arousing the awareness to preserve confidentiality of inside information within the Group, disseminating information to specified persons on a need-to-know basis and fully complying with the relevant Listing Rules, Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) and its relevant guidelines.

全面風險管理 *(續)*

三、風險管理及內部控制工作開展情況 *(續)*

3.2 內部控制工作開展情況 *(續)*

3.2.1 內部控制評價 *(續)*

內控評價結果表明，公司已經建立相對健全的內部控制組織架構和內部控制管理體系，以及相對完善的風險管理體系，並不斷優化業務控制流程，改進信息系統控制，強化內部控制監督管理，並在組織、人員、制度、流程和執行等方面確保公司內部控制目標的實現。公司內部控制機制基本健全、合理，並得到有效運行，內部控制情況良好，未發現重大內控缺陷。

公司將根據內部控制評價結果，對發現的內部控制缺陷進行持續整改，並對整改措施的落實情況進行跟蹤評價。

四、處理及發佈內幕消息

就處理及發佈內幕消息而言，本集團已採取不同程序及措施，包括提高本集團內幕信息的保密意識，在需要知情的基礎上向指定人員傳播信息以及嚴格遵守相關的上市規則、香港法例第571章證券及期貨條例及相關指引。

Corporate Governance Report

企業管治報告書

SHAREHOLDERS' RIGHTS

Convening of Extraordinary General Meeting on Requisition by Shareholders

Shareholder(s) representing at least 5% of the total voting rights of all shareholders having a right to vote at general meeting of CTIH may request the Board to convene an extraordinary general meeting, pursuant to Section 566 to 568 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). The objective of the meeting must be stated in the related requisition signed by the shareholders concerned and deposited at the registered office of the Company at 25/F., 18 King Wah Road, North Point, Hong Kong, for the attention of the Company Secretary. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned.

Procedures for Putting Forward Proposals at Shareholders' Meetings by Shareholders

To put forward a resolution in an annual general meeting, shareholders are requested to follow the requirements and procedures as set out in Section 615 to 616 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). A copy of the requisition/request signed by the shareholders concerned (or 2 or more copies which between them contain the signatures of all the shareholders concerned) needs to be deposited at the registered office of the Company.

Pursuant to Article 95 of the Articles of Association, no person other than a director retiring at the meeting (whether by rotation or otherwise) shall be appointed or reappointed a director at any general meeting unless:

- (a) he/she is recommended by the Board, or
- (b) during a period of not less than seven days commencing no earlier than the day after the despatch of the notice of the meeting and ending no later than seven days prior to the date appointed for the meeting, there has been given to the Company Secretary notice in writing by some Shareholder(s) (not being the person to be proposed) qualified to attend and vote at the meeting of his intention to propose that person for appointment or reappointment and also notice in writing signed by the person to be proposed of his willingness to be appointed or reappointed.

股東權利

應股東的請求召開股東特別大會

根據香港法例第622章《公司條例》第566至568條，股東可要求本公司董事會安排召開股東特別大會，惟股東在存放請求書當日須佔全體有權在中國太平控股股東大會上表決的股東總表決權最少5%。該書面請求必須述明會議目的，並由有關的股東簽署及送遞致本公司註冊辦事處（地址為香港北角京華道18號25樓），並註明致公司秘書。請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名有關的股東簽署。

將股東的建議提呈予股東大會的程序

當股東擬於股東周年大會上提呈一項決議，須依照香港法例第622章《公司條例》第615至616條的要求及程序。有關股東須將一份由有關股東簽署的請求書／請求（或兩份或多於兩份載有全體有關股東簽署的請求書）存放於本公司的註冊辦事處。

根據章程細則第95條，在大會上退任的董事（無論為輪值退任或以其他方式退任）以外的任何人士概無於任何股東大會上獲委任或重新委任為董事，除非：

- (a) 其獲董事會推薦，或
- (b) 在不早於大會通告寄發後翌日起至不遲於大會指定舉行日期前7日止不少於7日的期間內，合資格出席大會並於大會上投票的股東（擬被提名的人士除外）向公司秘書發出書面通知表示有意建議委任或重新委任該名人士，而被提名人士亦發出簽署書面通知表示願意獲委任或重新委任。

Corporate Governance Report

企業管治報告書

SHAREHOLDERS' RIGHTS (Continued)

Procedures for Putting Forward Proposals at Shareholders' Meetings by Shareholders (Continued)

Detailed procedures for shareholders to propose a person for election as a Director can be found on the Company's website.

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may send their enquiries and concerns in writing to the Company Secretary by addressing them to our Investor Relations team, the contact details of which are as follows:

Investor Relations
China Taiping Insurance Holdings Company Limited
25/F., 18 King Wah Road,
North Point,
Hong Kong

Telephone: (852) 2854 6555
Fax: (852) 2866 2262
Email: ir@cntaiping.com

The Company Secretary will forward the enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to answer the shareholders' questions and/or to meet the shareholders' concerns.

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's Articles of Association during the Year. A copy of the latest consolidated version of the Articles of Association is posted on the website of the Company and the Stock Exchange.

INVESTOR RELATIONS AND COMMUNICATIONS

The Company recognises the importance of communications with the shareholders of the Company and the investment community, and also recognises the value of providing current and relevant information on the Company to the shareholders and investors. The Company's corporate website, www.ctih.cntaiping.com, features a dedicated Investor Relations section, and is aimed at facilitating effective communications with the shareholders, investors and other stakeholders. Corporate information, including both financial and non-financial information, are available in a timely manner on the website. The latest information on the Company, including annual and interim reports, corporate social responsibility reports, announcements, circulars, press releases as well as constitutional documents, are also available on the website.

股東權利 (續)

將股東的建議提呈予股東大會的程序 (續)

有關股東提名候選董事的程序可於本公司網站查閱。

將股東的查詢送達董事會的程序

股東可以書面形式經投資者關係團隊轉交彼等的查詢及關注事項予公司秘書，聯絡詳情如下：

投資者關係
中國太平保險控股有限公司
香港北角京華道18號25樓

電話：(852) 2854 6555
傳真：(852) 2866 2262
電郵：ir@cntaiping.com

公司秘書將轉交股東的查詢及關注事項予本公司董事會及／或有關的董事委員會（若適當），以便回覆股東的提問及／或與有關股東會面。

組織章程文件

本公司組織章程細則於本年度內並無變動。組織章程細則的最新綜合版本載於本公司及聯交所網站。

投資者關係及通訊

本公司明白與本公司股東及投資者保持良好溝通的重要性，也認識到向股東及投資者提供當前及相關信息的價值。本公司透過設有投資者關係專頁的公司網站 www.ctih.cntaiping.com 推動與股東、投資者及其他權益持有人的有效通訊，適時發放公司信息及其他相關的財務及非財務資料。本公司的最新資料包括年報、中期報告、社會責任報告、公告、通函及新聞稿以及組織章程文件亦已刊發於網站。