

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES AND FUNCTIONS

HKR International Limited (the “Company”) is committed to good corporate governance which it believes to be core to the success of its businesses and operations. References in this report to the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) refer to the CG Code as applicable for the year under review. Corporate Governance Report for the financial year 2022/2023 and onward will be based on new CG Code which has been amended with effect from 1 January 2022 and apply for financial year commencing on or after 1 January 2022.

The corporate governance functions are undertaken by the Board of Directors of the Company (the “Board”), through the Corporate Governance Committee of the Company as delegated by the Board, as prescribed by code provision D.3.1 of the CG Code which are included in the terms of references of the Board and the Corporate Governance Committee.

During the year ended 31 March 2022, the Company fully complied with the code provisions of the CG Code save for a deviation of E.1.2 (Chairman of the Board’s attendance of the annual general meeting (“AGM”). Details and reasons for the deviation are set out below in the paragraph headed “Attendances of General Meetings, Board and Board Committee Meetings”.

BOARD OF DIRECTORS

BOARD COMPOSITION

As at 31 March 2022, the Board comprised twelve Directors of which four are Executive Directors (“EDs”) and eight are Non-executive Directors (“NEDs”) of whom five and hence, with more than one-third of the Board, are Independent Non-executive Directors (“INEDs”). Each Director possesses skills and experience appropriate to the business of the Company and its subsidiaries (the “Group”) and the particulars of Directors are duly set out in the section headed “Board of Directors” on pages 36 to 43 of 2021/2022 annual report.

Save for Mr Victor CHA, Mr Johnson CHA and Ms Madeline WONG who are siblings, all other Directors have no family relationship with each other.

企業管治常規及職能

香港興業國際集團有限公司(「本公司」)致力達致良好企業管治，並深信此乃令其業務及營運取得成功之核心因素。本報告所提述的香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載的企業管治守則(「管治守則」)指適用於回顧年度的管治守則。2022/2023年度及往後財政年度之企業管治報告將根據自2022年1月1日起生效並適用於2022年1月1日或之後開始之財政年度之經修訂新管治守則作出。

企業管治職能由本公司董事會(「董事會」)透過董事會授權的本公司企業管治委員會承擔，有關職能乃根據管治守則的守則條文第D.3.1條規定，並載於董事會及企業管治委員會的職權範圍內。

於截至2022年3月31日止年度，本公司已全面遵守管治守則之守則條文，惟偏離第E.1.2條(董事會主席應出席股東週年大會(「股東年會」))除外。偏離事項之詳情及原因載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

董事會

董事會組成

於2022年3月31日，董事會由12名董事組成，其中四名為執行董事(「執董」)及八名為非執行董事(「非執董」)，當中五名為獨立非執行董事(「獨董」)，故獨董超過董事會成員三分之一。各董事均具備適合本公司及其附屬公司(「集團」)業務所需之技能及經驗。各董事之履歷詳情載於2021/2022年報第36頁至第43頁「董事會」一節內。

除查懋成先生、查懋德先生及王查美龍女士為兄弟姊妹外，所有其他董事彼此之間並無親屬關係。

BOARD RESPONSIBILITIES

The Board has the responsibility for strategic leadership, control and providing guidance to management to ensure the Company's objectives are achieved.

Upon appointment to the Board, every Director is given comprehensive and formal induction documentation of the business operations of the Group and information for his/her understanding and awareness of his/her responsibilities as Director under the Listing Rules, legal and other regulatory and statutory requirements together, if required, with brief meetings with senior executives and department heads of the Group.

Each Director ensures that he/she can give sufficient time and attention to the affairs of the Group and has informed the Company in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments. Details of Directors' other appointments are shown in the section headed "Board of Directors" on pages 36 to 43 of 2021/2022 annual report.

A list of the Directors, their roles and functions and, in particular whether they are INEDs, is maintained on the websites of the Company and the Stock Exchange and is updated as and when required.

BOARD PROCESS

The dates of the regular Board meetings in a particular year are scheduled ahead to give all Directors adequate time to plan their schedules to attend meetings. There are four regular Board meetings in a year which are held on a quarterly basis and ad hoc Board meetings will also be held as and when required. For the year ended 31 March 2022, five Board meetings were held and attendance records of the Board meetings held during the year are set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

At least 14 days formal notice would be given before each regular Board meeting and reasonable advance notice would also be given for other Board meetings. All Directors are consulted as to whether they wish to include any matters in the agenda and the Chairman of the Board would review and approve the agenda before the agenda for each Board meeting is issued.

董事會職責

董事會負責領導策略、監控及給予管理層指引，以確保達到本公司之目標。

每名董事於獲委任加入董事會時會獲派全套有關集團業務營運之正式簡介文件，以及讓彼了解及知悉彼作為董事於上市規則、法律及其他監管及法定要求項下職責之資料，並與集團高級行政人員及部門主管作簡單會面（如需要）。

各董事保證彼能對集團事務投入足夠時間及關注，並已就彼於公眾公司或機構所擔任職位及其他重大承擔之變動、數目及性質適時通知本公司。董事之其他委任詳情載於2021/2022年報第36頁至第43頁「董事會」一節內。

董事名單、彼等之角色及職能，以及尤其彼等是否獨董之資料已存置於本公司及聯交所網站，並於有需要時作出更新。

董事會程序

每年召開之董事會常規會議日期乃預定，使所有董事有充裕時間安排出席會議。每年召開四次董事會常規季度會議，並於有需要時召開董事會特別會議。於截至2022年3月31日止年度內，本公司舉行了五次董事會會議，而董事出席年內董事會會議之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

每次董事會常規會議將於最少14天前發出正式通知，而其他董事會會議亦會發出合理之事先通知。每名董事均獲諮詢是否需就議程加入任何事項，而董事會主席將於發出每次董事會會議議程前審閱及批准議程。

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Agendas and accompanying Board papers are sent to all Directors/Board Committees members at least three days (or such other period as agreed) before meetings. With the assistance of the EDs, the Chairman of the Board seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate documents and information about the Group in a timely manner. The Chairman of the Board, or in his absence, the Deputy Chairman or the Managing Director, leads meetings and ensures that all key and appropriate issues are discussed by the Directors in a timely manner. Directors are provided sufficient time for discussion on issues in the meetings and encouraged to express their viewpoints on the Board's affairs and voice their concerns, if any. The Chairman directs discussions in the meetings in reaching a consensus and consolidates discussions with conclusions. Minutes of Board/Board Committees meetings record matters considered and decisions reached. Draft and final signed minutes of Board/Board Committees meetings are sent to all Directors for their comment and records respectively. Director is entitled to seek independent professional advice, at the Company's expenses, if he/she considers necessary in order to perform his/her duties.

The Chairman of the Board meets at least once annually with the INEDs without the presence of EDs and NEDs. In March 2022, the Chairman of the Board met the INEDs without the presence of EDs and NEDs and all five INEDs attended the same.

Where necessary, INEDs meet privately to discuss matters which are their specific responsibilities. During the year, no such meeting was required to be held.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The CG Code requires that the roles of chairman and chief executive officer should be separated and not be performed by the same individual to ensure there is a clear division of responsibilities between the Board and the executives who run the business.

The role of Chairman and Managing Director have been taken up by two different individuals. Mr Victor CHA is the Chairman and Mr TANG Moon Wah is the Managing Director of the Company. The respective roles and responsibilities of Chairman and Managing Director are clearly separated and set out in writing.

議程連同董事會文件於會議至少三天(或其他協定之期間)前送交予所有董事/董事會委員會成員。在執董之協助下,董事會主席致力確保全體董事獲妥善地簡述董事會會議處理之事務,並適時獲取有關集團之充足文件及資料。董事會主席或(倘彼缺席)副主席或董事總經理主持會議及確保董事適時就所有重要及適當之事項進行討論。於會議上,董事獲得充裕之時間討論議題,且均獲鼓勵就董事會之事務表達觀點及關注之事宜(如有)。主席於會上帶領討論以達致共識及作出討論總結。董事會/董事會委員會之會議記錄載列所考慮之事項及所作出之決定。草擬及最終經簽署之董事會/董事會委員會會議記錄分別發送給全體董事以供彼等給予意見及作存檔。董事有權按其認為就履行職責所需徵求獨立專業意見,費用由本公司承擔。

董事會主席每年至少一次於沒有執董及非執董出席之情況下與獨董會面。董事會主席於2022年3月於沒有執董及非執董出席之情況下與獨董會面,所有五名獨董均有出席。

於必要時,獨董會私下會面以討論彼等特定負責之事務。於年內,概無需要舉行有關會議。

主席及行政總裁

管治守則規定主席及行政總裁之角色應有所區分,並不應由同一人兼任,以明確區分董事會與負責營運之行政人員之職責。

主席及董事總經理之角色由兩名不同人士擔任。查懋成先生為本公司主席,而鄧滿華先生為本公司董事總經理。主席及董事總經理各自之職務及職責已明確區分並以書面訂明。

The Chairman provides leadership to, and oversees the functioning of, the Board to ensure it acts in the best interests of the Group. With the support of the Company Secretary and Corporate Governance Committee, the Chairman also takes primary responsibility to establish good corporate governance practices and procedures of the Company. The Managing Director, assisted by other EDs and executive management team, implements the strategies approved by the Board.

NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTORS)

NEDs of the Company are appointed with a specific term of three years which is subject to retirement by rotation and re-election of Directors under the Articles of Association of the Company (the "Articles"). Details of the mechanism are set out in below paragraph headed "Appointments, Re-election and Removal".

The roles and responsibilities of NEDs are clearly set out in writing. NEDs are not involved in the day-to-day management of the Group's businesses but participate in Board/Board Committee meetings where they bring independent views and judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct.

INEDs, in particular, will oversee the management and the Company implementing the rules, procedures and plans established and help ensure that the interests of the shareholders as a whole are taken into account by the Board. Each of the INEDs has provided to the Company an annual confirmation of independence pursuant to rule 3.13 of the Listing Rules and the Company considers that all of them continue to be independent with reference to the terms of guidelines set out in the relevant requirements of the Listing Rules.

APPOINTMENTS, RE-ELECTION AND REMOVAL

The Articles stipulate that at each AGM, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years and any Director appointed by the Directors shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following AGM (in the case of a new appointment to the Board) and be eligible to offer for re-election. Re-election of each eligible Director is subject to approval by shareholders at the general meeting of the Company.

主席負責領導董事會及監察董事會運作，以確保其行事符合集團最佳利益。主席在公司秘書及企業管治委員會之協助下亦肩負確立本公司良好企業管治常規及程序之重任。董事總經理則在其他執董及行政管理層之協助下執行經董事會批准之策略。

非執行董事(包括獨立非執行董事)

本公司之非執董均按三年期之特定年期獲委任，並須按本公司組織章程細則(「章程細則」)輪值退任及膺選連任。有關機制詳情載於下文「委任、重選和罷免」一段。

非執董之職務及職責均以書面清晰訂明。彼等並無參與集團業務之日常管理，惟透過參與董事會/董事會委員會會議，就集團之策略、政策、表現、問責性、資源、要員任命及操守準則等事宜提供獨立觀點及判斷。

獨董監察管理層及本公司已制訂之規則、程序及計劃之執行情況，協助確保董事會已考慮股東之整體利益。各獨董已根據上市規則第3.13條向本公司作出年度獨立性確認，而本公司參照上市規則相關規定所載之指引條款認為彼等均繼續保持獨立。

委任、重選和罷免

章程細則規定，於每屆股東年會上，當時在任之三分之一董事(或倘董事數目並非三或其倍數，則以最接近但不少於三分之一)須輪值退任，惟每名董事均須至少每三年輪值退任一次，而獲董事委任之任何董事任期(倘屬補選情況)僅至本公司下次股東大會為止，或(倘屬新增董事情況)直至下屆股東年會為止，並符合資格可膺選連任。每名合資格董事之重選須在本公司股東大會經股東批准。

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DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Directors are provided with continuous updates on latest changes or material development in laws, the Listing Rules, corporate governance practices relating to the duties and responsibilities of Directors and are encouraged to participate in continuous professional development seminars to update their knowledge for discharging directors' responsibilities.

The Directors, who are in office during the year under review and remain at the date of this annual report, have participated in the following various continuous professional development activities in order to develop and refresh their skills and knowledge. Each Director has provided his/her training record for the year under review to the Company with particulars set out as follows:

Name of director	董事姓名	Type of training(s) 培訓類型
Victor CHA	查懋成	A
TANG Moon Wah	鄧滿華	A
CHEUNG Ho Koon	張浩觀	A, B
NGAN Man Ying	顏文英	A, B
Ronald ARCULLI	夏佳理	A, B
Johnson CHA	查懋德	A, B
Madeline WONG	王查美龍	A
Linus CHEUNG	張永霖	A
Henry FAN	范鴻齡	A
Loretta HO	何柏貞	A, B
Barbara SHIU	邵蓓蘭	A, B
TANG Kwai Chang	鄧貴彰	A, B

Notes:

A. Reading/viewing materials/articles/videos in relation to director responsibilities, as well as the updates, developments and refreshments on regulatory requirements, environmental, social and governance ("ESG"), banking, business ethnic, risk management and governance.

B. Attending briefing/workshops/lectures/seminars/conferences in relation to the operations of the Company, updated statutory and regulatory requirements, business ethnic, as well as developments on board, financial reporting, financial technology, regulatory technology, legal, risk management, cyber security, banking, real estate market, tax, ESG, global business and economic environments.

董事之持續專業發展

董事不時獲得有關董事職務及職責之法例、上市規則、企業管治常規之最新修訂或重大發展之更新資料，彼等亦獲鼓勵參與持續專業發展研討會，以更新彼等履行董事職責之知識。

於回顧年內及於本年報日期仍然在任之董事已參與下述多個持續專業發展活動以發展其技能並重溫知識。各董事已向本公司提供彼於回顧年內之培訓記錄，詳情載列如下：

附註：

A. 閱讀/觀看有關董事責任，以及監管規定、環境、社會及管治（「環境、社會及管治」）、銀行、商業道德、風險管理和管治之更新、發展及重溫之資料/文章/視頻。

B. 出席有關本公司營運、更新法例及監管要求、商業道德，以及有關董事會、財務報告、金融科技、監管科技、法律、風險管理、網絡安全、銀行、房地產市場、稅務、環境、社會及管治、全球業務和經濟環境發展之簡報會/工作坊/講座/研討會/大會。

DELEGATION BY THE BOARD

The Board has delegated and set out levels of authority and expressed terms of reference for the Board Committees and reserves the rights to oversee and decide all other non-delegated matters, in particular, major acquisitions or disposals and connected transactions. The Board also delegates certain management and administration functions to the management as it considers appropriate from time to time, with directions as to the powers of management, including circumstances where management shall report to and obtain prior approval from the Board.

BOARD COMMITTEES

The Board has set up the Remuneration Committee, Audit Committee, Nomination Committee, Corporate Governance Committee and other committees, namely Finance Committee, Investment/Divestment Committee, Buy-back, Reissue and Transfer of Shares Committee, Inside Information Committee and ESG Committee. The Board may also on a need basis set up special committees with clear terms of reference to deal with specific transactions or matters of the Company.

NOMINATION COMMITTEE

The Nomination Committee of the Company was established on 26 March 2012 and its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Nomination Committee is available on the websites of the Company and the Stock Exchange.

The terms of reference of the Nomination Committee require, inter alia, that the Nomination Committee comprises not less than three members with a majority of INEDs and the Chairman must be either an INED or the Chairman of the Board. The Nomination Committee currently comprises five members, namely Mr Henry FAN, Mr Victor CHA, Ms Madeline WONG, Ms Loretta HO and Mr TANG Kwai Chang with Mr Henry FAN acting as the chairman of the Nomination Committee.

董事會之授權

董事會已向董事會委員會授權及制訂權力級別以及明確職權範圍，並保留監管及決定所有其他未授權事項之權力，尤其是主要收購或出售事項及關連交易。董事會亦不時賦予管理層其認為合適之若干管理及行政職能，就管理層之權力提供指引，包括管理層須向董事會匯報及取得董事會事先批准之情況。

董事會委員會

董事會已設立薪酬委員會、審核委員會、提名委員會、企業管治委員會及其他委員會，分別為財務委員會、投資/撤資委員會、回購、再發行及轉讓股份委員會、內幕消息委員會及環境、社會及管治委員會。董事會亦可於有需要時成立具有清晰職權範圍之特別委員會，以處理本公司特定交易或事宜。

提名委員會

本公司提名委員會於2012年3月26日成立，其職權範圍緊隨管治守則之規定。提名委員會職權範圍之全文可於本公司及聯交所網站上閱覽。

提名委員會職權範圍規定(其中包括)提名委員會由不少於三名成員組成，其中大部份成員必須為獨董，而主席須由一名獨董或董事會主席擔任。提名委員會現時由五名成員組成，分別為范鴻齡先生、查懋成先生、王查美龍女士、何柏貞女士及鄧貴彰先生。范鴻齡先生為提名委員會主席。

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The principal role and function of the Nomination Committee is to identify and recommend to the Board suitably qualified persons to become members of the Board, to review the structure, size and composition of the Board on a regular basis, to maintain (i) a policy concerning diversity of Board members (the "Board Diversity Policy") and make recommendation, if required, to the Board for achieving diversity of the Board; and (ii) a policy concerning nomination of Director (the "Director Nomination Policy"). The Nomination Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

The Board Diversity Policy was adopted by the Board in March 2013 and updated in March 2022. Pursuant to the policy, the Nomination Committee will review the structure, size and composition of the Board and discuss and agree annually measurable objectives, targets, timeline and plans, if any, based on rigorous analysis and benchmarking data for achieving diversity on the Board and recommend them, to the Board for adoption. The Nomination Committee also monitors the progress and its policy implementation for annual reporting in the corporate governance report. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The policy will be reviewed by the Nomination Committee on an annual basis and when required to ensure effectiveness.

The Director Nomination Policy was adopted by the Board in November 2018. Pursuant to the policy, the Nomination Committee will discuss and consider the nomination of candidates from various sources for new Directors, examine the qualification of these candidates, and then recommend such candidates to the Board, which have the final authority on determining the selection of such candidate to be appointed as a Director. The major criteria considered by the Nomination Committee are, inter alia, candidates' educational backgrounds, experience and expertise in their chosen industries, their proposed commitment to the Company and the goal, if any, of diversity of the Board. Regarding the nomination of INEDs, the Nomination Committee will also particularly consider the independence of such candidates. The policy will be reviewed by the Nomination Committee on an annual basis and when required to ensure effectiveness.

提名委員會主要職務及職能為物色及向董事會推薦具備合適資格成為董事會成員之人士，定期檢討董事會之架構、人數及組成，以及維持(i)董事會成員多元化政策(「董事會多元化政策」)，並於有需要時向董事會提出建議以達致董事會成員多元化；及(ii)董事提名政策(「董事提名政策」)。提名委員會有權按其認為就履行職責所需徵求獨立專業意見，費用由本公司承擔。

董事會多元化政策已於2013年3月獲董事會採納，並於2022年3月更新。根據該政策，提名委員會將檢討董事會之架構、人數及組成，並每年商討及協定基於嚴格的分析及基準數據達致董事會多元化的(如有)可測計目的、目標、時間表及計劃，並建議董事會將其採納。提名委員會亦會監督有關進度及其政策履行以於企業管治報告內作年度匯報。候選人之選擇基於多方面考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，並基於所選之候選人將可為董事會所帶來之裨益及貢獻而作最終決定。提名委員會將每年及於必要時檢討該政策以確保其有效性。

董事提名政策已於2018年11月獲董事會採納。根據該政策，提名委員會將討論及考慮提名從不同途徑物色的候選人為新任董事、審核有關候選人之資歷，然後向董事會推薦有關人選，董事會則就委任有關候選人為董事擁有最終決定權。提名委員會所考慮之主要準則為(其中包括)候選人之教育背景、其於所從事行業之經驗及專業知識、其擬對本公司投放之時間及董事會多元化之目標(如有)。就獨董之提名而言，提名委員會亦將特別考慮有關候選人之獨立性。提名委員會將每年及於必要時檢討該政策以確保其有效性。

During the year, the Nomination Committee in the meeting held in March 2022 has (a) reviewed the retirement of Directors and recommended to the Board the re-election of Mr TANG Moon Wah, Ms Madeline WONG, Mr Ronald ARCULLI (who subsequently decided not to offer himself for re-election) and Mr Linus CHEUNG at the forthcoming AGM of the Company to be held in August 2022; (b) reviewed, assessed and considered all INEDs are independent, in particular for Mr Linus CHEUNG who has served the Board as INED for more than nine years with the factors considered and the conclusion to be set out in the documents to shareholder accompanying the proposed resolution for the AGM to be held in August 2022 for the re-election of Mr CHEUNG as INED; (c) reviewed, assessed and considered the adequacy and effectiveness of the Board Diversity Policy and Director Nomination Policy and make recommendation to the Board for the amendments of the Board Diversity Policy; (d) reviewed the benchmarking data and recommended, with the approval of the Board to set a target with the number of female members to be not less than 25% of the Board; and (e) reviewed the structure, size and composition of the Board, in particular on gender diversity, during the financial year of 2021/2022 and considered that the current diversity of the Board, particularly with four female directors, representing over 30% of the Board, which exceeds the target set is appropriate and it was not necessary to set out any timeline or plan for enhancing the diversity of the Board for the financial year of 2022/2023. The records of the meeting held of the Nomination Committee during the year are set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

REMUNERATION COMMITTEE

The Remuneration Committee of the Company was established on 2 December 2004 and its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Remuneration Committee is available on the websites of the Company and the Stock Exchange.

The terms of reference of the Remuneration Committee require, inter alia, that the Remuneration Committee comprises not less than three members with a majority of INEDs. The Remuneration Committee currently comprises three members, namely Mr Linus CHEUNG, Mr Henry FAN and Mr Victor CHA with Mr Linus CHEUNG acting as the chairman of the Remuneration Committee.

於年內，提名委員會已於2022年3月舉行的會議上(a)審閱董事之退任事宜並就將於2022年8月舉行之本公司應屆股東年會上重選鄧滿華先生、王查美龍女士、夏佳理先生(彼隨後決定不參與重選)及張永霖先生向董事會作出推薦建議；(b)審閱、評估及考慮所有獨董之獨立性，尤其是已為董事會出任獨董超過九年之張永霖先生，其考慮的因素及結論將載於隨附將於2022年8月舉行的股東年會上提呈有關重選張先生為獨董的決議案的致股東文件內；(c)審閱、評估及考慮董事會多元化政策及董事提名政策是否屬合適及有效，並就修訂董事會成員多元化政策向董事會提出建議；(d)審閱基準數據，並經董事會批准，建議設定女性成員人數不低於董事會人數25%的目標；及(e)於2021/2022財政年度內檢討董事會的架構、人數及組成，尤其是性別多元化，並認為董事會目前的多元化(尤其是有四名女性董事，佔董事會人數逾30%，超過所定的目標)乃屬適當，且毋須就提升董事會於2022/2023財政年度的多元化設定任何時間表或計劃。年內所舉行提名委員會會議之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

薪酬委員會

本公司薪酬委員會於2004年12月2日成立，其職權範圍緊隨管治守則之規定。薪酬委員會職權範圍之全文可於本公司及聯交所網站上閱覽。

薪酬委員會職權範圍規定(其中包括)薪酬委員會須由不少於三名成員組成，其中大部份成員必須為獨董。薪酬委員會現時由三名成員組成，分別為張永霖先生、范鴻齡先生及查懋成先生，其中張永霖先生為薪酬委員會主席。

Corporate Governance Report

企業管治報告

The principal role and function of the Remuneration Committee is to exercise the powers of the Board to review and determine the remuneration and packages of individual EDs and senior management, if any, including salaries, bonuses, benefits in kind, share options and other plans. Such factors as remuneration paid for comparable positions, time commitment and responsibilities of the EDs and senior management as well as the Company's remuneration policy will be considered. The Remuneration Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

During the year, no Remuneration Committee meeting was held but the Remuneration Committee reviewed and approved by means of electronic circulation the proposals of (a) salary review for the financial year 2021/2022, including EDs; (b) employment extension for an ED; (c) special bonus to certain EDs due to the outstanding performance on project development; (d) performance bonus of the Company for financial year 2021/2022; (e) bonus payment for EDs for the financial year 2021/2022; (f) grant of share options to Directors and employees; and (g) salary review for the financial year 2022/2023, including EDs. The records of circulated electronic communication of the Remuneration Committee during the year are duly set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

AUDIT COMMITTEE

The Audit Committee of the Company was established on 17 July 1998 and its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Audit Committee is available on the websites of the Company and the Stock Exchange.

The terms of reference of the Audit Committee require, inter alia, that the Audit Committee comprises not less than three members who are NEDs and a majority of them must be INEDs of the Company. The Audit Committee currently comprises four members, namely Mr TANG Kwai Chang, Mr Linus CHEUNG, Ms Loretta HO and Ms Barbara SHIU with Mr TANG Kwai Chang leading the Audit Committee as the chairman.

薪酬委員會之主要職務及職能為行使董事會權力，以檢討及釐定個別執董及高層管理人員(如有)之薪酬及待遇，包括薪金、花紅、實物利益、股份期權及其他計劃。薪酬委員會將考慮與執董及高層管理人員可作比較職位所給予之薪酬、所付出之時間及職責，以及本公司之薪酬政策等因素。薪酬委員會有權按其認為就履行職責所需尋求獨立專業意見，費用由本公司承擔。

於年內，薪酬委員會並無舉行會議，惟薪酬委員會成員透過電子傳閱方式審閱及批准建議(a)2021/2022財政年度包括執董之薪酬檢討；(b)延長一名執董之聘用期限；(c)因項目發展表現出色而向若干執董發放特別花紅；(d)本公司2021/2022財政年度之表現花紅安排；(e)向執董派發2021/2022財政年度之花紅；(f)向董事及僱員授出股份期權；及(g)2022/2023財政年度包括執董之薪酬檢討。年內薪酬委員會傳閱電子通訊之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

審核委員會

本公司審核委員會於1998年7月17日成立，其職權範圍緊隨管治守則之規定。審核委員會職權範圍之全文可於本公司及聯交所網站上閱覽。

審核委員會之職權範圍規定(其中包括)審核委員會須由不少於三名非執董成員組成，其中大部份成員必須為本公司獨董。審核委員會現時由四名成員組成，分別為鄧貴彰先生、張永霖先生、何柏貞女士及邵蓓蘭女士，其中鄧貴彰先生擔任主席帶領審核委員會。

The principal role and function of the Audit Committee is to assist the Board in meeting its responsibilities for ensuring an effective system of risk management and internal controls and compliance, as well as meeting its external financial reporting objectives. The Audit Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

During the year, three Audit Committee meetings were held, of which two meetings were held with the Independent Auditor together with senior management and has (a) reviewed and received the audit strategy memorandums for the audit of the financial statements of the Group for the years ended 31 March 2021 and 31 March 2022; (b) reviewed and received the report of risk management review for the year ended 31 March 2021; (c) considered the Independent Auditor's projected audit and non-audit services fees; (d) reviewed the independence of the Independent Auditor, the nature and scope of the audit; and (e) reviewed and discussed the interim and final financial statements and the Independent Auditor's review and report for the Board's approval. During two of these three meetings, the Audit Committee also met with the head of the Internal Audit Department of the Company to receive their work plan and, review and discuss on their findings and rectification actions taken by the business units. The records of the meeting held of the Audit Committee during the year are set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee was established on 12 September 2018 for the purpose to enhance and ensure the Company maintains a high standard of the corporate governance. Its terms of reference follow closely the requirements of the CG Code. The full text of the terms of reference of the Corporate Governance Committee is available on the website of the Company.

The terms of reference of the Corporate Governance Committee requires, inter alia, comprising of not less than three members with majority of them must be NEDs (including INEDs) of the Company. The Corporate Governance Committee currently comprises four members, namely Ms Madeline WONG, Mr Victor CHA, Mr Henry FAN and Mr TANG Kwai Chang with Ms Madeline WONG leading the Corporate Governance Committee as the chairman.

審核委員會之主要職務及職能為協助董事會履行其職責以確保風險管理及內部監控系統以及守章制度行之有效，並達致其對外財務匯報之目的。審核委員會有權按其認為就履行職責所需徵求獨立專業意見，費用由本公司承擔。

於年內，審核委員會舉行了三次會議，其中兩次會議與獨立核數師及高層管理人員舉行，以及已(a)審閱及省覽有關審核截至2021年3月31日及2022年3月31日止各年度集團財務報表之審核策略備忘錄；(b)審閱及省覽截至2021年3月31日止年度之風險管理審閱報告；(c)考慮獨立核數師之審核及非審核服務之預計費用；(d)審閱獨立核數師之獨立性、審核性質與範圍；及(e)審閱及討論中期及全年財務報表，以及獨立核數師之審閱報告以提交董事會批准。於該三次會議的其中兩次，審核委員會亦與本公司內部審核部門主管會面，以獲取其工作計劃，以及審核並討論其調查結果及各業務部門採取之糾正行動。年內審核委員會舉行會議之紀錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

企業管治委員會

企業管治委員會於2018年9月12日成立，旨在提升並確保本公司能維持高水平之企業管治。其職權範圍緊隨管治守則之規定。企業管治委員會的職權範圍全文可於本公司網站查閱。

企業管治委員會之職權範圍規定(其中包括)須由不少於三名成員組成，其中大部份成員須為本公司之非執董(包括獨董)。企業管治委員會現時由四名成員組成，分別為王查美龍女士、查懋成先生、范鴻齡先生及鄧貴彰先生，其中王查美龍女士擔任主席帶領企業管治委員會。

Corporate Governance Report

企業管治報告

The principal role and function of the Corporate Governance Committee is to assist the Board and the Chairman in developing, reviewing and monitoring the Company's policies and practices on corporate governance to ensure their the compliance with legal and regulatory requirements. The Corporate Governance Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

During the year, the Corporate Governance Committee held a meeting in March 2022 and through an electronic communication have (a) reviewed the corporate governance report to be incorporated in the annual report of 2020/2021; (b) received and reviewed the training records of all Directors for the financial year 2020/2021; (c) reviewed all the key Company's policies and practices, including the code of conduct and terms of reference of officers and various Board committees; (d) review gap analysis conducted by independent consultant on the corporate governance practice of the Company against the new corporate governance requirements under the Listing Rules effective on 1 January 2022 and made recommendations, with the approval of the Board for a number of enhanced corporate governance practices and arrangements, including but not limited to the adoption of the Company Culture Policy, Anti-fraud Policy, Whistleblowing Policy and the revision of the Shareholders' Communication Policy, with full text of all these policies are available on the website of the Company. The records of the meetings held of the Corporate Governance Committee and circulated electronic communication during the year are set out in the below paragraph headed "Attendances of General Meetings, Board and Board Committee Meetings".

ATTENDANCES OF GENERAL MEETINGS, BOARD AND BOARD COMMITTEE MEETINGS

Directors' attendances in the general meetings and the meetings of the Board, Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee held during the year under review are set out below:

企業管治委員會之主要職務及職能為協助董事會及主席制訂、檢討及監察本公司企業管治政策及常規以確保其符合法律及監管規定之要求。企業管治委員會有權按其認為就履行職責所需徵求獨立專業意見，費用由本公司承擔。

於年內，企業管治委員會於2022年3月舉行了一次會議，並透過電子通訊(a)審閱將納入2020/2021年報之企業管治報告；(b)省覽及審閱2020/2021財政年度所有董事之培訓記錄；(c)檢討本公司所有主要的政策及常規，包括高級職員及各董事會委員會之操守準則及職權範圍；(d)根據於2022年1月1日生效的上市規則項下的新企業管治規定，審閱獨立顧問就本公司企業管治常規進行的差距分析，並就多項提升企業管治常規及安排提出建議(包括但不限於採納公司文化政策、反欺詐政策、舉報政策及修訂股東通訊政策，所有該等政策的全文可於本公司網站查閱)並獲董事會批准。年內企業管治委員會舉行會議及傳閱電子通訊之記錄載於下文「股東大會、董事會及董事會委員會會議之出席率」一段。

股東大會、董事會及董事會委員會會議之出席率

於回顧年內所舉行之股東大會及董事會、審核委員會、薪酬委員會、提名委員會及企業管治委員會會議之董事出席率載列如下：

Name of director	董事姓名	Board meeting 董事會會議	Audit Committee meeting 審核委員會會議	Remuneration Committee circulated communication 薪酬委員會傳閱通訊	Nomination Committee meeting 提名委員會會議	Corporate Governance	AGM held on 25 August 2021 於2021年8月25日舉行之股東年會
						Committee meeting/ circulated communication 企業管治委員會會議/傳閱通訊	
Victor CHA ^{@+}	查懋成 ^{@+}	5/5	-	7/7	1/1	2/2	X
TANG Moon Wah	鄧滿華	5/5	-	-	-	-	✓
CHEUNG Ho Koon	張浩觀	5/5	-	-	-	-	✓
NGAN Man Ying	顏文英	5/5	-	-	-	-	✓
Ronald ARCULLI	夏佳理	5/5	-	-	-	-	✓
Jonhson CHA	查懋德	4/5	-	-	-	-	X
Madeline WONG ^{@+}	王查美龍 ^{@+}	5/5	-	-	1/1	2/2	X
Linus CHEUNG [#]	張永霖 [#]	5/5	3/3	7/7	-	-	✓
Henry FAN ^{@+}	范鴻齡 ^{@+}	5/5	-	7/7	1/1	2/2	X
Loretta HO ^{*@}	何柏貞 ^{*@}	5/5	3/3	-	1/1	-	X
Barbara SHIU [*]	邵蓓蘭 [*]	5/5	3/3	-	-	-	✓
TANG Kwai Chang ^{*@+}	鄧貴彰 ^{*@+}	5/5	3/3	-	1/1	2/2	✓

Notes:

- * members of Audit Committee
- # members of Remuneration Committee
- @ members of Nomination Committee
- + members of Corporate Governance Committee

附註：

- * 審核委員會成員
- # 薪酬委員會成員
- @ 提名委員會成員
- + 企業管治委員會成員

Due to other business engagements, Mr Victor CHA, the Chairman of the Board could not attend the AGM of the Company held on 25 August 2021 and Mr TANG Moon Wah, the Managing Director of the Company chaired the AGM. Mr CHEUNG Ho Koon and Ms NGAN Man Ying (EDs), Mr Ronald ARCULLI (NED), Mr Linus CHEUNG (INED, chairman of the Remuneration Committee and member of the Audit Committee), Ms Barbara SHIU (INED and member of the Audit Committee) and Mr TANG Kwai Chang (INED, chairman of the Audit Committee and member of the Nomination Committee and the Corporate Governance Committee) were also present at the AGM and available to answer questions from shareholders.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge they are responsible for the preparation of accounts for financial year which is required to give a true and fair view of the state of affairs of the Company and the Group, its results and the cash flows for the Group. For preparation of the consolidated financial statements for the year ended 31 March 2022, the Directors selected appropriate accounting policies and applied them consistently, made judgments and estimations that are prudent and reasonable, and prepared accounts on a going concern basis. The statement of the Company's Independent Auditor about their reporting responsibilities on the consolidated financial statements of the Group for the year ended 31 March 2022 is contained in the Independent Auditor's report of 2021/2022 annual report.

由於需要處理其他事務，董事會主席查懋成先生未能出席本公司於2021年8月25日舉行之股東年會，而本公司董事總經理鄧滿華先生擔任股東年會主席。張浩觀先生及顏文英女士（執董）、夏佳理先生（非執董）、張永霖先生（獨董、薪酬委員會主席及審核委員會成員）、邵蓓蘭女士（獨董及審核委員會成員）及鄧貴彰先生（獨董、審核委員會主席，以及提名委員會及企業管治委員會成員）亦有出席股東年會，並回答股東提問。

問責及審核

董事了解彼等有責任就財政年度編製真實並中肯地反映本公司及集團事務狀況以及集團業績及現金流量之賬目。於編製截至2022年3月31日止年度之綜合財務報表時，董事已選定合適之會計政策並貫徹應用，作出審慎及合理之判斷和估算，並按持續經營基準編製賬目。本公司之獨立核數師就集團截至2022年3月31日止年度綜合財務報表之申報責任聲明載於2021/2022年報之獨立核數師報告內。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has an overall responsibility for evaluating and providing direction to the Company on the nature and extent of the risks that shall be taken in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective systems of risk management and internal controls, which include financial, operational and compliance controls.

The main features of the risk management and internal control systems are to provide a clear governance structure, policies and procedures, as well as a reporting mechanism to facilitate the Group to manage its risks across business operations. Key policies and procedures have been developed, implemented and communicated to staff as well as regularly reviewed to ensure there are continued relevant and effective risk management and internal control systems and for continuous improvement which includes (a) setting core values and beliefs which form the basis of the Group's overall risk philosophy and appetite; (b) having an organisational structure in place with defined lines of responsibility and delegation of authority which hold individuals accountable for their risk management and internal control responsibilities and provides necessary information flow for risk analysis and management decision-making on an on-going basis; (c) imposing budgetary and management accounting controls to efficiently allocate resources and providing timely financial and operational performance indicators to manage business activities and risks; (d) ensuring effective financial reporting control to record complete, accurate and timely accounting and management information; and (e) having structural internal audit function to perform independent appraisal of business units and corporate functions on an on-going and cyclical basis.

The Board has delegated to the Audit Committee responsibility for providing oversight in respect of risk management and internal control activities. The Audit Committee discusses the risk management and internal control systems with management for the year under review to ensure that management has performed its duty to have an effective risk management and internal control systems. Discussion covers areas, inter alia, the adequacy of resources, staff qualifications and experience, training programme and budget (collectively "Resources") of the Company's accounting and financial reporting functions.

風險管理及內部監控

董事會全權負責為達致本公司策略性目標而需面對的風險之性質及範圍進行評估及向本公司提出方向性指示，並確保本公司建立及維持合適有效之風險管理及內部監控系統，包括財務、營運及守章監控。

風險管理及內部監控系統之主要特點是以清晰之治理架構、政策及程序，以及匯報機制，協助集團管理各業務範疇之風險。集團已制訂及落實執行主要政策及程序，並與員工溝通以及定期進行檢討，以確保集團維持恰當及有效的風險管理及內部監控系統並得以持續改善，當中包括(a)制訂構建集團整體風險理念及制約基準之核心價值觀及信念；(b)建立明確界定職責及權限之組織架構，使各人均肩負其對風險管理及內部監控之職責，持續為風險分析及管理層決策提供必要的資訊流通；(c)實施預算及管理會計監控，從而有效地分配資源及提供最新財務及營運表現指標，以便管理業務活動及風險；(d)確保財務匯報監控有效地記錄完整、準確及適時之會計及管理資訊；及(e)備有結構性內部審核職能以對業務單位及企業職能部門進行持續及週期性獨立評估。

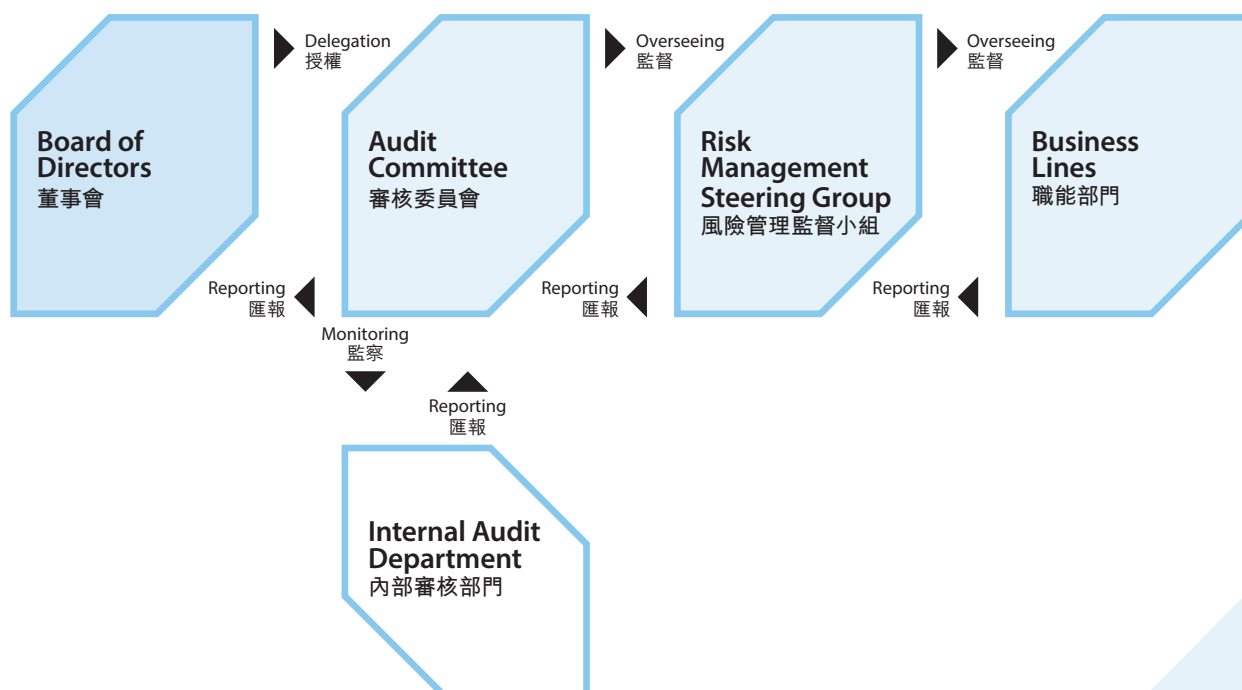
董事會向審核委員會授權，負責監管有關風險管理及內部監控工作。審核委員會與管理層討論回顧年度之風險管理及內部監控系統，以確保管理層已履行其維持有效風險管理及內部監控系統之職責。討論範疇其中包括本公司會計及財務匯報職能方面的資源、員工資歷及經驗，以及培訓課程及預算（統稱「資源」）是否足夠。

To assist the Board and the Audit Committee in overseeing the risk management and internal control systems of the Group, the Internal Audit Department is responsible for performing independent reviews on the adequacy and effectiveness of the Group's systems of internal controls and risk management and reporting audit findings to the Audit Committee and the Board regularly. An Internal Audit Charter, which was adopted in 2008, formulates the processes and procedures of internal audit function for strengthening of the control framework. The Audit Committee also separately consults with the Internal Audit Department in respect of the adequacy of Resources of the Company's internal audit function.

RISK MANAGEMENT

The successful management of risks is essential for the long-term growth and sustainability of the Group's business. To ensure risk management of the Group is integrated into the day-to-day operation of the Group and is continuously carried out at all levels of the Group, the Company has established a risk governance and management framework and governance structure which consists of the Board, the Audit Committee, risk management steering group and business lines to facilitate a systematic approach to the management of risks within the Group.

The following diagram illustrates the Group's risk governance and management framework:



為協助董事會及審核委員會監督集團之風險管理及內部監控系統，內部審核部門負責就集團內部監控及風險管理系統是否充分及有效進行獨立檢討，並向審核委員會及董事會定期匯報審核結果。內部審核憲章於2008年獲採納，以制訂內部審核職能之過程及程序，藉此加強監控框架。審核委員會亦就本公司內部審核職能之資源是否足夠另行向內部審核部門作出諮詢。

風險管理

成功管理風險對集團業務之長遠增長及可持續發展至關重要。為確保集團之風險管理能融入集團日常業務中，並於集團所有層面持續執行，本公司已設立風險管治及管理框架及由董事會、審核委員會、風險管理監督小組及職能部門組成的管治架構，以協助集團制訂系統性的風險管理。

下圖列示集團之風險管治及管理框架：

Corporate Governance Report

企業管治報告

Board of Directors

- evaluate and provide direction to the Company on the nature and extent of the risks that shall be taken in achieving the Company's strategic objectives
- ensure that the Company establishes and maintains appropriate and effective systems of risk management and internal controls

Audit Committee

- oversee management in design, implementation and monitoring of the risk management and internal control systems
- review, at least annually, the risk management and internal control systems of the Group with the support of Internal Audit Department to ascertain whether management has fulfilled its responsibilities in establishing and maintaining effective systems
- review risk assessment results, including changes in the nature and extent of significant risks since the last review and the Group's ability to respond to changes in its business and the external environment
- consider major investigation findings on risk management and internal control matters and management's response to these findings
- identify any significant risks that should be the attention of the Board
- review and consider enhancement to the risk management and internal control systems as proposed by the risk management steering group and/or the Internal Audit Department

Risk Management Steering Group

- establish and maintain risk management infrastructure and recommend change as appropriate
- conduct, at least annually, risk identification and assessment on group-wide basis
- escalate risk and control issues on a timely manner as appropriate
- ensure business line conduct risk assessment and control self-assessment within their business units/departments on a regular basis
- provide assurance on the effectiveness of the risk management and control systems of the Group to the Audit Committee and the Board

Business Lines

- manage risks within their business units/departments
- identify and evaluate risks potentially impact the achievement of business objectives within their business units/departments
- mitigate and monitor risks identified on day-to-day operation
- conduct risk assessment and control self-assessment on regular basis

Internal Audit Department

- perform audits to evaluate the proper functioning of the risk management and internal control systems
- report findings to the Audit Committee and provide the Committee with an independent and objective assurance on the effectiveness of the risk management and internal control systems of the Group
- propose any enhancement to the risk management and internal control systems for consideration by the Audit Committee and the risk management steering group

董事會

- 為達致本公司策略性目標而需面對的風險之性質及範圍進行評估及向本公司提出方向性指示
- 確保本公司建立及維持合適有效之風險管理及內部監控系統

審核委員會

- 監督風險管理及內部監控系統之設計、執行及監察管理工作
- 在內部審核部門協助下，至少每年對集團風險管理及內部監控系統進行檢討，以確定管理層是否已履行其建立及維持有效系統之責任
- 檢討風險評估結果，包括自上次檢討後之重大風險的性質及範圍之變動以及集團應對其業務及外部環境轉變之能力
- 審閱風險管理及內部監控事宜之主要調查結果，以及管理層對該等結果之回應
- 識別須提請董事會注意之任何重大風險
- 檢視及考慮由風險管理監督小組及/或內部審核部門就優化風險管理及內部監控系統提出之建議

風險管理監督小組

- 建立及維持風險管理結構及建議適當之修訂
- 至少每年進行集團整體性的風險識別及評估
- 適時向上匯報風險及監控問題
- 確保各職能部門定期就各自之業務單位/部門進行風險評估及自我監控評估
- 就集團風險管理及監控系統之有效性向審核委員會及董事會提供保證

職能部門

- 管理其業務單位/部門之風險
- 識別及評估會影響其業務單位/部門達成業務目標的潛在風險
- 於日常營運中減低及監控所識別之風險
- 定期進行風險評估及自我監控評估

內部審核部門

- 進行審核以評估風險管理及內部監控系統是否運作得宜
- 向審核委員會匯報審核結果，並就集團風險管理及內部監控系統之有效性向委員會提供獨立及客觀的保證
- 就優化風險管理及內部監控系統向審核委員會及風險管理監督小組提出建議以作考慮

The Company has also formulated and adopted Risk Management Policy in providing directions in identifying, evaluating and managing significant risks. At least on an annual basis, the risk management steering group, which comprises of the heads of all business units and corporate functions, collects and collates risk information from business lines, identifies risks (including ESG-related risks), on a group-wide basis, that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standard criteria. Risk mitigation plans are established and risk owners are also assigned to closely monitor those risks which are considered to be significant on an on-going basis and implement the mitigation plans. The identified risks which are considered to be significant to the Group, including their changes in nature and extent since the last review, and the relevant mitigation plans for the year under review have been presented and accepted by the Audit Committee and the Board in April and June 2022 respectively.

The Internal Audit Department acts as an independent assessor as another line of defence on risk management system. It conducts independent review and assesses, at least on an annual basis, if all the key risks are properly identified and evaluated in accordance with the Risk Management Policy and whether the existing risk controls are operating effectively. A control self-assessment process was also established which requires risk owners to assess, through questionnaire, the adequacy and effectiveness of risk controls over the areas under their responsibilities. The process and its results were reviewed by the Internal Audit Department and form part of the Audit Committee's annual assessment of control effectiveness.

INTERNAL CONTROLS

In addition to the independent assessment on the risk management system, during the year, the Internal Audit Department also carried out reviews on the (a) operation of Discovery Bay Golf Club; (b) operation of DB Ice Rink; (c) tendering process of Information Technology Department; (d) operation of Brand Management Department; (e) voting mechanism and arrangement in AGM of the Company; and (f) other business units with audit follow-up. With the implementation of follow-up measures after the reviews, the effectiveness in areas with irregularities has gradually improved. Findings on the reviews, control weaknesses, if any, and the relevant recommendations have been presented to and accepted by the Audit Committee and the Board in November 2021 and June 2022.

本公司亦已制訂及採納風險管理政策，提供識別、評估及管理重大風險之方針。由各業務單位及企業職能主管組成之風險管理監督小組至少每年在收集及整理從各職能部門所得之風險資料後，識別對達成集團目標造成不利影響之整體性風險（包括有關環境、社會及管治之風險），並根據一套標準準則評估所識別之風險及釐定其優次，從而對重大風險制訂風險緩解計劃及委派風險監控負責人，以持續緊密監察該等風險並執行緩解計劃。就回顧年度所識別被視為對集團而言屬重大之風險（包括自上次檢討後其性質及範圍之變動）及相關緩解計劃已分別於2022年4月及6月向審核委員會及董事會呈報並獲接納。

內部審核部門作為獨立審核員，為風險管理系統之另一道防線。其至少每年進行獨立檢討及評估，以確定所有主要風險是否已按照風險管理政策妥為識別及評估，以及現有風險監控是否有效運作。自我監控評估程序亦已建立，要求風險監控負責人透過問卷形式對其職責範圍內之風險監控是否充足及有效作自我評估。該程序及其結果由內部審核部門檢討，並構成每年審核委員會對評估監控之有效性的一部份。

內部監控

除就風險管理系統進行獨立評核外，於年內，內部審核部門亦已就(a)愉景灣高爾夫球會之營運；(b)愉景灣溜冰場之營運；(c)資訊科技部招標流程；(d)品牌管理部運作；(e)本公司股東年會的投票機制及安排；及(f)其他業務單位之審核跟進工作進行檢討。隨著檢討後實行跟進措施，不合規之處逐漸改善。檢討結果、監控弱項（如有）及相關建議已於2021年11月及2022年6月向審核委員會及董事會呈報並獲接納。

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board, through the works of the Audit Committee, risk management steering group and the Internal Audit Department, has conducted an annual review on the effectiveness of the risk management and internal control systems of the Group for the year ended 31 March 2022 and considers that the Group's risk management and internal control systems for the year were effective and adequate. Management of the Group has also provided confirmation to the Audit Committee and the Board on the effectiveness of such systems for the year under review.

HANDLING OF INSIDE INFORMATION

The Group complies with requirements of Securities and Futures Ordinance ("SFO") and the Listing Rules. A Disclosure of Inside Information Policy has established by the Company to set out the procedures on reporting the likely inside information to ensure that potential price sensitive or inside information of the Group can be promptly identified, assessed and escalated for disseminating to the public. The Company discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the "Safe Harbours" as provided in the SFO. Before the information is fully disclosed to the public, the Company ensures the information is kept strictly confidential. If the Company believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Company will immediately disclose the information to the public. The Company is committed to ensure that information contained in announcements are not false or misleading as to any material fact, or false or misleading through the omission of any material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

風險管理及內部監控系統旨在管理而非消除未能達致業務目標之風險，且僅可就避免重大失實陳述或損失提供合理而非絕對之保證。董事會透過審核委員會、風險管理監督小組及內部審核部門之工作，對集團於截至2022年3月31日止年度之風險管理及內部監控系統之成效進行年度檢討，並認為集團本年度之風險管理及內部監控系統屬有效及充足。此外，集團管理層亦已向審核委員會及董事會確認有系統於回顧年內之有效性。

處理內幕消息

集團一直遵守證券及期貨條例（「證券條例」）及上市規則之規定。本公司已設立內幕消息披露政策，列出匯報可能是內幕消息之程序，以確保集團可即時辨別、評估及向上匯報對股價可能有影響之資料或內幕消息，以便向公眾發放。本公司在實際合理可行之情況下，會盡快向公眾披露內幕消息，除非有關消息屬於證券條例下任何「安全港」之範圍。本公司在向公眾全面披露有關消息前，會確保該消息絕對保密。倘本公司認為不能維持必要之保密程度或可能違反保密責任，本公司會即時向公眾披露有關消息。本公司致力確保公告中所載有關重大事實之資料不屬虛假或具誤導性，或以清晰及持平之方式呈列資料，對正面及負面事實作出相等程度之披露，以確保不會因遺漏重大事實而構成虛假或具誤導性。

DIVIDEND POLICY

The Company strives to maintain a stable dividend to shareholders and has adopted a dividend policy (the "Policy"). Pursuant to the Policy, the declaration or recommendation of dividends is subject to the sole discretion of the Board. The Board shall consider the following factors before declaring or recommending dividends:

- the Company's actual and expected financial performance;
- shareholders' interests;
- the retained earnings and distributable reserves of the Company and each of the members of the Group;
- the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants;
- any restriction on payment of dividends that may be imposed by the Group's lenders;
- the Group's expected working capital requirements and future expansion plan;
- general economic conditions, business cycle of the Group's motion control business or financial performance and position of the Company;
- taxation considerations;
- statutory and regulatory restrictions; and
- any other factors that the Board deems relevant.

The Board will continually review the Policy and reserve the right in its sole absolute discretion to update, amend and/or modify the Policy at any time, and the Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or in no way obligate the Company to declare dividend at any time or from time to time.

股息政策

本公司致力維持向股東穩定派息，並已採納股息政策（「該政策」）。根據該政策，宣派股息或建議派息由董事會全權酌情決定。在宣派股息或建議派息前，董事會將考慮以下因素：

- 本公司實際及預期之財務表現；
- 股東利益；
- 本公司及集團各成員公司之保留盈利及可分派儲備；
- 集團之債務權益比率水平、股本回報率及相關之財務契諾；
- 集團貸款人可能就股息派付施加之任何限制；
- 集團之預期營運資金需求及未來擴展計劃；
- 整體經濟狀況、集團可控業務之商業週期或本公司之財務表現及狀況；
- 稅務考慮；
- 法例及監管限制；及
- 董事會視作相關之任何其他因素。

董事會將持續檢討該政策，並保留其絕對酌情權以隨時更新、更改及/或修訂該政策，且該政策將不會就未來之股息對本公司構成任何具法律約束力之承諾及/或構成本公司需於任何時間或不時宣派股息之責任。

COMPLIANCE WITH THE ESG REPORTING GUIDE

The Group has complied with the ESG Reporting Guide of the Stock Exchange and has released its standalone [ESG Report](#) for the year ended 31 March 2022 online at the same time with the publication of 2021/2022 annual report, which captures in detail the Group's ESG-related initiatives, policies and performance in Hong Kong, mainland China and Thailand throughout the financial year.

DIRECTORS' REMUNERATION

Directors' remuneration (save for directors' fees which are subject to shareholders' approval at general meeting) is determined with reference to prevailing market situation, their respective duties and responsibilities and the Group's remuneration policy. Under the terms of reference of the Remuneration Committee, the Remuneration Committee should make recommendation to the Board on the remuneration policy and it has the delegated responsibilities to determine the remuneration of the EDs. In general, the EDs under the remuneration policy are entitled to (i) basic salary which will be reviewed on an annual basis by making reference to remuneration survey conducted by independent external consultant on companies operating similar businesses; (ii) discretionary bonus which are subject to the ED's and the Company's performance; and (iii) contribution to retirement schemes and other fringe benefits.

The Executive Chairman, who is a member of the Remuneration Committee, is involved in recommending proposals on the remuneration of other EDs for due consideration and approval by the Remuneration Committee. However, he abstains from voting when his remuneration is reviewed and considered by the Remuneration Committee. No Director will participate in the discussion and review of his/her own remuneration under the remuneration policy.

遵守環境、社會及管治報告指引

集團已遵守聯交所之環境、社會及管治報告指引，並與2021/2022年報同一時間在網上獨立發佈截至2022年3月31日止年度之《[環境、社會及管治報告](#)》，該獨立報告載列集團於整個財政年度在香港、中國內地及泰國實行有關環境、社會及管治之舉措、政策及表現之詳情。

董事酬金

董事酬金（須經股東於股東大會上批准之董事袍金除外）乃參考當前市況、彼等各自之職務及職責，以及集團之薪酬政策而釐定。根據薪酬委員會之職權範圍，薪酬委員會應就薪酬政策向董事會提出建議，並獲授權負責釐定執董之薪酬待遇。一般而言，根據薪酬政策，執董有權收取(i)基本薪酬，其將參考獨立外部顧問對經營類似業務之公司進行之薪酬調查每年作出檢討；(ii)按執董與本公司表現而發放之酌情花紅；及(iii)退休計劃供款及其他附帶福利。

執行主席（彼同時為薪酬委員會成員）會就其他執董之薪酬待遇提供建議，以供薪酬委員會作適當考慮及批准。然而，於薪酬委員會審閱及考慮其薪酬待遇時，彼則須放棄投票。概無董事根據薪酬政策將參與討論及審閱其本身之酬金。

The remuneration of NEDs is in the form of annual director's fee. To ensure that NEDs are appropriately remunerated for their time and responsibilities devoted to the Company, the Remuneration Committee will take periodic reviews and consider the factors including fees paid by comparable companies, time commitment, responsibilities in the Company and the prevailing market situation, and make recommendation for the approval of the Board pursuant to the authority given by the shareholders at general meeting from time to time. Currently, a sum of HK\$100,000 per annum being the basic fee for acting as a NED, additional fee of HK\$100,000 per annum will be paid to each member, who is NED, of each of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company and additional fee of HK\$150,000 per annum will be paid to each member, who is NED, of the Audit Committee. An additional fee of HK\$50,000 will also be paid to each INED having a seat in any independent board committee which is required to be set up from time to time under the Listing Rules.

All Directors are also eligible to be granted of share options under the Company's approved share option schemes. Each grant to Directors is subject to the approvals of the Remuneration Committee, INEDs and the Board having regard to their respective role and responsibilities as well as the prevailing market situation.

Remuneration details of the Directors (on individual name basis) for the year ended 31 March 2022 are disclosed in note 13 to the consolidated financial statements on pages 168 to 170 of 2021/2022 annual report.

AUDITOR'S REMUNERATION AND AUDITOR RELATED MATTERS

PricewaterhouseCoopers ("PwC") is the Independent Auditor of the Company. The remuneration for audit services provided by PwC to the Group for the year under review amounted to approximately HK\$8.5 million. In addition to the audit fee, the Company had appointed PwC for the interim results review and the other non-audit advisory services, remuneration of which amounted to approximately HK\$2.8 million for the year under review.

非執董之薪酬為年度董事袍金。為確保非執董就其投入本公司的時間及職責獲得適當薪酬，薪酬委員會將定期檢討及考慮包括可作比較公司所給予之袍金、所付出之時間、於本公司的職責及現行市況等因素，並根據股東不時於股東大會上給予之授權向董事會提出建議以供批准。現時支付予非執董之基本袍金為每年100,000港元，而非執董兼任本公司薪酬委員會、提名委員會及企業管治委員會成員之額外袍金（按每個委員會計）為每年100,000港元，以及非執董兼任審核委員會成員之額外袍金為每年150,000港元。此外，支付予各獨董作為根據上市規則不時須成立之任何獨立董事會委員會成員之額外袍金為50,000港元。

所有董事亦符合資格根據本公司已獲批准之股份期權計劃獲授股份期權。每次向董事授出股份期權須經薪酬委員會、獨董及董事會考慮彼等各自的職務及職責以及現行市況後批准。

截至2022年3月31日止年度之董事酬金詳情（按個人名稱之基準）於2021/2022年報第168頁至第170頁之綜合財務報表附註13內披露。

核數師酬金及核數師相關事宜

羅兵咸永道會計師事務所（「羅兵咸永道」）為本公司之獨立核數師。於回顧年度就羅兵咸永道向集團提供審核服務之酬金約為8.5百萬港元。除審核費用外，本公司於回顧年度委任羅兵咸永道審閱中期業績及提供其他非審核服務之酬金約為2.8百萬港元。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (including amendments as effected from time to time) as its own code of conduct to regulate securities transactions by Directors (the "Model Code"). All Directors, who in office during the financial year ended 31 March 2022 and remain at the date of this annual report, have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the year from 1 April 2021 to 31 March 2022 (both days inclusive). The Model Code has been extended to and has become equally applicable to dealings in the securities of the Company by members of senior management and relevant employees.

COMPANY SECRETARY

The Company Secretary of the Company is an employee of the Company and has day-to-day knowledge of the Company's affair. During the year ended 31 March 2022, she has taken not less than 15 hours of relevant professional training in accordance with rule 3.29 of the Listing Rules and will continue to comply with such requirement for the year ending 31 March 2023 and report regularly.

SHAREHOLDERS' RIGHTS

Pursuant to article 72 of the Articles, extraordinary general meetings shall also be convened by the written requisition of any two shareholders of the Company representing not less than 10% of the issued share capital of the Company at the time of requisition. Shareholders wishing to do so must serve a duly executed written requisition to the Company's principal place of business in Hong Kong at 23/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong (the "Principal Place of Business") specifying the object(s) of the meeting. If the Directors do not within 21 days from the date of deposit of the requisition proceed to duly convene the meeting, such shareholders may convene a physical general meeting at only one location, provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by those shareholders as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.

董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(包括不時生效之修訂),作為規管董事進行證券交易之操守準則(「標準守則」)。經本公司作出具體查詢後,全體董事(彼等於截至2022年3月31日止財政年度一直在任及於本年報日期仍然在任)已確認彼等自2021年4月1日至2022年3月31日年度期間(包括首尾兩天)均已遵守標準守則所載之規定標準。標準守則已擴展至同樣適用於高層管理人員及有關僱員所進行之本公司證券交易。

公司秘書

本公司之公司秘書為本公司僱員並熟習本公司日常運作。截至2022年3月31日止年度,彼已根據上市規則第3.29條接受不少於15個小時之相關專業培訓,並將於截至2023年3月31日止年度繼續遵守相關規定及定期作出報告。

股東權利

根據章程細則第72條,股東特別大會亦可按任何兩名於提出要求時持有本公司已發行股本不少於10%之本公司股東之書面要求而召開。有意要求召開股東特別大會之股東,須把已簽署之書面要求連同召開會議之具體目的送達本公司香港主要營業地點,地址為香港干諾道中168-200號信德中心招商局大廈23樓(「主要營業地點」)。倘董事未能於要求送達日期起計21天內正式召開大會,則該等股東僅可於一個地點召開實體股東大會,惟如此召開的任何大會不得於要求送達日期起計三個月屆滿後舉行,而本公司須向彼等補償該等股東因董事未能召開股東大會而引致之一切合理費用。

In addition, any shareholder acting on his/her own or together with other persons whose shareholding interests in the Company in aggregate representing not less than 5% of the issued share capital of the Company (other than the person to be proposed) may nominate a person to stand for election as Director at the general meeting in accordance with article 120 of the Articles. Any shareholder wishing to do so must serve (a) a written notice of intention to propose such person for election as Director; (b) a notice executed by that person of his/her willingness to be elected; and (c) the information of that person as required to be disclosed under rule 13.51(2) of the Listing Rules to the Principal Place of Business between the period commencing from the date after the despatch of the notice of the general meeting appointed for such election and ending on (and excluding) the date that is seven days prior to the date of such general meeting. The Company shall issue an announcement and/or a supplementary circular, if applicable, to inform the shareholders the biographical details of the candidate proposed if a valid notice to propose a person to stand for election as Director is received.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company is committed to promoting and maintaining effective communication with the shareholders and other stakeholders. A Shareholders' Communication Policy has been adopted by the Board which set out the Company's policy for maintaining an on-going dialogue with shareholders and investment community. The policy is subject to regular review by the Corporate Governance Committee to ensure its effectiveness. The Company's AGM, for which at least 20 clear business days' prior notice is given, is one of the principal channels of communication with its shareholders. Shareholders have the opportunity to communicate face to face with the Directors if they have any questions on the Company's performance and operations. In addition to the AGM, extensive information on the Company's activities in respect of its financial, business and operations is provided by way of announcements, annual and interim reports and circulars which are sent to shareholders and/or are available on the websites of the Company and the Stock Exchange. Investor/analysis briefing, media interviews, marketing activities for investors etc will also be available from time to time in order to facilitate communications between the Company, shareholders and the investment community.

此外，根據章程細則第120條，任何股東如以個人名義或與其他人士共同擁有相當於本公司已發行股本不少於5%者（將獲提名之人士除外），均可提名一名人士於股東大會上膺選董事。任何有意作出提名之股東必須於指定作該選舉之股東大會通告發出翌日起至該股東大會日期前七天（不包括會議當天）止送呈(a)就其提名該人士膺選董事之意向之書面通知；(b)由該人士簽署表示願意膺選之通知書；及(c)根據上市規則第13.51(2)條規定須予披露有關該人士之資料至主要營業地點。倘收到有關提名人士膺選董事之有效通知書，本公司將刊發公告及/或補充通函（如適用），以知會股東有關參選人之履歷詳情。

投資者關係及與股東溝通

本公司致力促進並維持與股東及其他持份者之有效溝通。董事會已採納載列本公司有關維持與股東及投資界持續對話之股東通訊政策。企業管治委員會定期審閱該政策以確保其有效性。本公司之股東年會（就此須發出至少足20個營業日之事先通知）乃與其股東溝通之主要渠道之一，為股東提供機會就彼等對本公司表現及營運之任何疑問，與董事進行面對面溝通。除股東年會外，本公司亦透過向股東寄發及/或在本公司及聯交所網站上刊發公告、年度及中期報告，以及通函之方式提供有關本公司財務、業務及營運之詳盡資料。本公司亦不時提供投資者/分析簡介會、傳媒訪問、投資者營銷活動等，以促進本公司、股東與投資界之間的溝通。

Shareholders may also send their enquiries and concerns to the Board by addressing them to the Company Secretary. The Company Secretary is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions, inquiries and customers complaints, to the relevant executive officers of the Company under the direction of the Chairman of the Board and/or Managing Director of the Company. While other investors and stakeholders may send their enquiries to the Company's investor relation officer. The contact details of both Company Secretary and investor relations officer of the Company are set out in the Shareholders' Communication Policy, the full text of which is available on the website of the Company.

CONSTITUTIONAL DOCUMENTS

At the annual general meeting of the Company held on 25 August 2021, a special resolution was passed by the shareholders of the Company approving certain amendments to the Company's memorandum and articles of association ("M&A") to (i) consolidate all the previous amendments to the M&A; (ii) allow general meetings to be held physically and/or electronically; (iii) set out other related powers of the Board and the chairman of the meeting, including making arrangements for attendance at general meetings as well as ensuring the security and orderly conduct of meetings; (iv) make other amendments for house-keeping purposes in line with the proposed amendments in (ii) and (iii) above; (v) make other amendments for house-keeping purposes to better align the M&A with the provisions of the Listing Rules and the applicable laws of the Cayman Islands; and (vi) make other miscellaneous amendments to update or clarify provisions where it is considered desirable. Details of the amendments were set out in the Company's announcement dated 23 June 2021 and circular dated 21 July 2021. The amended M&A is available on the websites of the Stock Exchange and the Company.

股東亦可將其查詢及關注事項寄送予公司秘書，以便送交董事會。公司秘書負責把有關由董事會直接負責事宜之溝通訊息傳遞予董事會，並按本公司董事會主席及/或董事總經理之指示把有關日常業務事宜之溝通訊息，如建議、查詢和客戶投訴等，傳達予本公司之相關行政人員。其他投資者及持份者可向本公司的投資者關係主任提出查詢。本公司之公司秘書及投資者關係主任之聯絡詳情載於股東通訊政策，其全文可於本公司網站查閱。

憲章文件

於2021年8月25日舉行之本公司股東年會上，本公司股東通過一項特別決議案，批准對本公司組織章程大綱及組織章程細則（「章程大綱及細則」）作出若干修訂，以(i)合併先前章程大綱及細則作出的所有修訂；(ii)容許股東大會以現場及/或電子形式舉行；(iii)載列董事會及大會主席的其他相關權力，包括就出席股東大會作出之安排，以及確保大會安全及有序進行；(iv)作出與上文第(ii)及(iii)項建議修訂一致的其他為整理目的做出之修訂；(v)其他為整理目的作出之修訂，以使章程大綱及細則更符合上市規則及開曼群島適用法律之條文；及(vi)在認為適當的情況下作出其他雜項修訂以更新或澄清條文。有關修訂的詳情載於本公司日期為2021年6月23日之公告及日期為2021年7月21日之通函。經修訂章程大綱及細則可於聯交所及本公司網站查閱。