



Corporate Governance Practice Manual

Last revised by the Board on 18 November 2010

We welcome feedback on our corporate governance principles, policies and practices. This Manual will be reviewed and updated from time to time.

Tel : 2829 9894

Fax : 2596 7660

Email : comsec@cre.com.hk

TABLE OF CONTENTS

| | | |
|----|---|----|
| 1. | OVERVIEW | 1 |
| 2. | THE BOARD..... | 2 |
| | A. Role of the Board..... | 2 |
| | B. Composition of the Board..... | 7 |
| | C. Appointments, re-election and removal..... | 8 |
| | D. Chairman and Chief Executive Officer..... | 9 |
| | E. Board member orientation and continuing education programs | 10 |
| 3. | COMMITTEES | 12 |
| | A. Establishment of Committees | 12 |
| | B. Committees accountable to the Board | 12 |
| | C. Attendance of meetings of Committees | 12 |
| | D. Current structure of Committees..... | 12 |
| | E. Executive Committee..... | 13 |
| | F. Audit Committee | 14 |
| | G. Compensation Committee | 15 |
| | H. Nomination Committee..... | 15 |
| 4. | REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT | 16 |
| 5. | FINANCIAL REPORTING..... | 17 |
| 6. | INTERNAL CONTROL | 18 |
| 7. | COMMUNICATION WITH THE SHAREHOLDERS..... | 20 |

1. OVERVIEW

China Resources Enterprise, Limited (“**Company**”) is committed to good standards of corporate governance in order to protect and enhance the interests of our shareholders. In November 2003, the Company published its “Corporate Governance Standards and Objectives” handbook. The issue by The Stock Exchange of Hong Kong Limited in November 2004 of the Code on Corporate Governance Practices (“**CG Code**”) and Corporate Governance Report allows the issuers to devise their own codes on corporate governance practices on such terms and conditions they deem appropriate, provided reasons are given for any deviation.

As part of its ongoing review of our corporate governance standards, the Board of Directors of the Company (“**Board**”) has, based on our standards and experience, adopted this Corporate Governance Practice Manual (“**Manual**”) which sets out our corporate governance policies and practices used by our group (“**Group**”, which includes the Company and its subsidiaries from time to time) in the management of our businesses.

The Board will continue to periodically review this Manual with a view to continuously improving the Company’s corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs. The Board will ensure that so far as is practical in the circumstances, the policies and practices expressed in this Manual are consistently applied and adhered to in the management of its businesses.

This Manual has been prepared in English and Chinese, and both versions possess equal status and have the same effect.

2. THE BOARD

A. Role of the Board

- (1) The Board represents shareholders of the Company ("**Shareholders**") in managing the Company's affairs. Members of the Board are expected to exercise their judgment to act in what they reasonably believe to be in the best interests of the Company and the Shareholders. The Non-executive Directors have the same duties of care and skill and fiduciary duties as Executive Directors. The Board recognises its and the senior management's responsibilities to enhance shareholder value and to conduct themselves in accordance with their duties of care and integrity.
- (2) While at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its duties, certain responsibilities are delegated as follows:
 - (a) standing committees – various standing committees ("**Committees**") have been established to deal with different aspects of the Company's functions. The principal Committees are: the Executive Committee, the Audit Committee, the Nomination Committee and the Compensation Committee. Each standing Committee's constitution, power and duties are clearly defined by its terms of reference, and is accountable to the full Board. Ad hoc Board Committees may also be established as required from time to time;
 - (b) Company's Chief Executive Officer – the day-to-day management of the business of the Company is delegated to the Chief Executive Officer who is accountable to the Board; and
 - (c) corporate management (as defined in paragraph 3.E.(1)(c) below), operating management (as defined in paragraph 3.E.(1)(b) below) and Chief Executive Officer's sub-delegation of duties – certain responsibilities are delegated to corporate management or operating management by the Board or the Chief Executive Officer within the parameters specified by the Board. Corporate management and operating management are accountable to the Chief Executive Officer and in some cases, to the Board directly.

The Board shall review its arrangement on delegation of responsibilities and authority regularly to ensure that such delegations are appropriate in view of the Company's prevailing circumstances and that appropriate reporting systems are in place. As a general principle, the Board should not delegate matters to a Committee, the Chief Executive Officer, the other executive Directors, corporate management and operating management to such an extent that would significantly hinder or reduce the ability of the Board as a whole to discharge its functions.

- (3) The following matters (including changes to any such matters) are reserved for approval by the full Board:
- (a) any matter determined by the Board to be material involving any conflict of interest of a substantial Shareholder of the Company or a Director (see paragraph 2.A.(9));
 - (b) any matter relating to the formulation of the Company's strategy and direction including:
 - (i) policies relating to the overall strategic direction and strategic plans of the Company;
 - (ii) policies relating to key business and financial objectives of the Company;
 - (iii) policies relating to dividend policy and the declaration of any interim dividend and any recommendation to the Shareholders for declaration of any dividend pursuant to that policy; and
 - (iv) the entering into of contracts, acquisitions, investments, divestments, disposal of assets or any significant capital expenditure which are deemed to be material by the Board and for the purposes of this sub-clause "materiality" is determined by reference to the percentage ratios of a notifiable transaction as defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**");
 - (c) financial controls, compliance and risk management:
 - (i) the approval of annual operating and capital expenditure budgets for the Company;
 - (ii) the approval of the Company's financial statements, and published reports;
 - (iii) the establishment and review of the effectiveness of the Company's systems of internal control and risk management process; and
 - (iv) the adoption of, or approval for any significant changes in, accounting policies or procedures of the Company and its subsidiaries;

- (d) corporate structure – changes to the Company’s capital structure, including reductions of share capital, share buy-backs or issue of new securities, other than in accordance with the terms of the share option scheme(s) or other incentive schemes adopted by the Company from time to time;
 - (e) major appointments:
 - (i) appointments to the Board, taking into account any recommendations of the Nomination Committee;
 - (ii) the appointment of the Chairman and the Chief Executive Officer;
 - (iii) recommendation to the Shareholders on the appointment or removal of external auditors after taking into consideration the recommendations of the Audit Committee; and
 - (iv) the appointment or removal of the Company Secretary;
 - (f) delegation of authority:
 - (i) changes to terms of reference or membership of any Committee;
 - (ii) changes to the authority delegated to the Chief Executive Officer; and
 - (iii) matters which exceed the authority delegated to the Chief Executive Officer; and
 - (g) the adoption, review and approval of changes to this Manual or the Code of Ethics and Securities Transactions applicable to the Directors, corporate management, operating management and certain employees of the Company and its subsidiaries, and directors and certain employees of the holding companies of the Company (“**Code of Ethics and Securities Transactions**”).
- (4) The day-to-day management of the Company is delegated to the Chief Executive Officer and his management team. This delegation of authority includes responsibility for:
- (a) ensuring that the Board is provided with sufficient information and explanation on a timely basis in regard to the Company’s businesses, and in particular with respect to the Company’s performance, financial condition, operating results and prospects, to position the Board to fulfill its governance responsibilities and to enable it to make an informed assessment for matters put before the Board for approval;

- (b) implementing the policies, processes, this Manual, and the Code of Ethics and Securities Transactions approved by the Board; and
 - (c) implementing policies, processes and procedures for the management and development of the Company's employees.
- (5) The full Board shall meet regularly at least 4 times a year (at approximately quarterly intervals) (such regular Board meeting to be referred to as "**Regular Board Meeting**") where at least a majority of the Directors shall be present (including at least an independent non-executive Director).

Management views are communicated to the Board via the Chief Executive Officer and other Executive Directors. The senior management also attends Board meetings when required.

- (6) The Chairman, in consultation with the Chief Executive Officer and the Company Secretary and/or his designated delegates, should be primarily responsible for drawing up and approving the agenda for each Board meeting. To the extent that is practicable to do so, the Company Secretary or his designated delegates should ensure that the following procedures are followed in preparation of the Board meeting:
- (a) the draft notice of the proposed Board meeting together with the draft agenda and relevant Board papers are circulated to all Board members for consideration and comment reasonably in advance of the proposed Board meeting. In particular, the draft notice of Board meeting should specify the proposed time period during which the proposed Board meeting is to be convened, and seek Directors' confirmations as to whether they wish to include any matters in the agenda for the proposed Board meeting and to invite any member of the corporate management, the operating management, any external advisors and any other person to attend the proposed Board meeting to answer queries on matters to be put forward to the Board, and the Directors shall be reminded of their rights to seek further information, to obtain independent external advice and to have access to the Company Secretary or his designated delegates, as set out in paragraph 2.A.(13) below;
 - (b) the Company Secretary or his designated delegates should thereafter within 5 business days (meaning a banking day in Hong Kong excluding Saturday, to be referred to as a "**Business Day**") of circulation of the Board meeting materials described in paragraph (a) above, consult and confirm with each Director for any comment on the proposed agenda or inclusion of new matters in the agenda, date of Board meeting and whether they need any further information or wish to invite any other person to attend the Board meeting; and

- (c) the final agenda, notice of Board meeting and related Board papers should then be circulated at least 3 Business Days prior to the Board meeting.
- (7) At least 14 days notice should be given of a Regular Board Meeting. The Chairman has the discretion to call a meeting if circumstances arise requiring attention of the Board before the next Regular Board Meeting. The Chairman will instruct the Company Secretary or his designated delegates to send written notification to Board members regarding such meetings endeavoring to give as much notice as possible in the circumstances.
- (8) Subject to paragraph 2.A.(9) below and that the relevant matter requiring consent of the Board or the Committee is not a matter reserved for the full Board under paragraph 2.A.(3) or normally subject to approval at a Regular Board Meeting, the Chief Executive Officer or the presiding Chair person may instruct the Company Secretary or his designated delegates to circulate written resolutions to obtain consent(s) of the Board or the Committee in accordance with the Articles of Association of the Company and the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).
- (9) Where the matter subject to consent of the Board involves any conflict of interest of a substantial Shareholder of the Company or a Director which is considered and determined by the Board to be material, such matter should not be dealt with by way of a written resolution or by a Committee (except by an independent Board Committee specifically established for such purpose as resolved in a Board meeting). A Board meeting should be held at which independent non-executive director(s) ("**INED**") who and whose associates have no material interest in the matter under consideration should be present.
- (10) The Company Secretary or his designated delegates shall record minutes of all duly constituted meetings of the Board, and the Committees. All minutes should record in sufficient detail the matters considered by the Board or the Committees, decisions reached and/or recommendations made and any concerns raised by the Directors or dissenting views expressed, especially those made by INEDs, if any.
- (11) Draft and final versions of minutes of meetings of the Board, or the Committees should be circulated by the Company Secretary or his designated delegates to all Directors, or members of the Committee (as the case may be) for their comment and records respectively, in all cases, within a reasonable time after the relevant meeting is held.
- (12) Minutes of Board meetings and meetings of the Committees should be kept by the Company Secretary or his designated delegates or the duly appointed secretary of the meeting (as the case may be).

- (13) To enable the Directors to discharge their duties effectively, each Director:
- (a) shall have access to the advice and services of the Company Secretary or his designated delegates and/or the General Manager of Legal and Secretarial Department of the Company with a view to ensuring that Board procedures and all applicable rules and regulations are complied with;
 - (b) can make further queries and seek information from the Company Secretary or his designated delegates, corporate management and operating management if the Director considers that he does not have sufficient information to make an informed decision on matters put before the Board;
 - (c) with the prior approval of the Chairman (such approval not to be unreasonably withheld), can invite other persons such as any member of the corporate management, the operating management or external advisers to attend meetings of the Board or the Committees to answer queries on matters put forward at such meetings;
 - (d) with the prior approval of the Chairman (such approval not to be unreasonably withheld), can seek independent legal or financial advice on their duties and responsibilities at the expense of the Company; and
 - (e) has right of access to all information including Board papers and related material, minutes of Board meetings and Committee meetings at any reasonable time on reasonable notice so long as such access was not sought for personal purposes.

B. Composition of the Board

- (1) The composition of the Board must conform with article 79 of the Articles of Association of the Company, which currently sets the number of Directors that may sit on the Board at a minimum of two. As at 18 November 2010, the Board consists of 14 members including 6 INEDs.

The INEDs help to ensure that interests of all Shareholders are fairly and properly taken into account by the Board. The Board has an objective to maintain the proportion of the INEDs to at least one-third of the Board.

Details of the membership of the Board (including the INEDs) and the roles and functions of the Directors are given in the Annual Report and on our Company's website.

- (2) The Board should have a balance of skills and experience appropriate for the requirement of the business of the Company.

The Board should regularly review its composition to ensure that the Board continues to have the necessary mix of skills and experience necessary for the conduct of the Company's business and alignment with the interests of the Shareholders. The Board should ensure that changes to its composition can be managed without undue disruption.

- (3) The Board should include a balanced composition of executive and non-executive directors (including INEDs) so that there is an independent element on the Board, which can effectively exercise independent judgment, and that non-executive directors should be of sufficient caliber and number for their views to carry weight. In particular, the Board must include at least three INEDs. In assessing independence of each INED, the Board shall have regard to the requirements under the Listing Rules.
- (4) The non-executive Directors of the Company are respective directors of our intermediate holding company, China Resources (Holdings) Company Limited, who are responsible for finance and internal audit of the intermediate holding company. Their views and comments, if any, on financial reporting and internal control of the Group are communicated to our corporate management directly.
- (5) Shareholders have access to an updated list of Directors identifying their role and function and whether they are INEDs at the Company's website.

C. Appointments, re-election and removal

- (1) The Board has established a Nomination Committee (see paragraph 3.H. below). The appointment of a new Director is a matter for consideration by the Nomination Committee and decision by the full Board. The Board needs to be satisfied that any Board nominee is able to devote sufficient time to carry out his duties or responsibilities effectively and should be committed to serve on the Board for an extended period to serve the long-term interests of the Shareholders. Any Board nominee who believes that he is unable to give sufficient time and attention to the affairs of the Company should decline the appointment. Board nominees, as recommended by the Nomination Committee and approved by the Board, are put to a vote of the Shareholders at a general meeting.
- (2) Where a Board vacancy occurs during the course of the year, the Board may fill the vacancy. The Board may also appoint one or more additional Directors. All Directors appointed by the Board shall hold office for a term expiring not later than the next following general meeting of the Company (in the case of filling a causal vacancy) or until the next following annual general meeting ("**AGM**") of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which Directors are to retire by rotation at that

AGM as described in paragraph 2.C.(3) below.

- (3) Currently, the Articles of Association of the Company requires that one-third of the Directors shall retire each year. The Directors to retire every year shall be those appointed by the Board during the year and those who have been longest in office since their election or re-election. All Directors subject to retirement by rotation may offer themselves for re-election.
- (4) The Board does not believe that arbitrary term limits on Directors' service are appropriate given that Directors ought to be committed to representing the long-term interests of the Shareholders.
- (5) Where any significant change of circumstances renders a Director unable to discharge his responsibilities as a director, he should resign.
- (6) The Company Secretary of the Company or his designated delegates should ensure that all disclosure obligations under the Listing Rules regarding the election, re-election, resignation or removal of Directors are duly complied with.

D. Chairman and Chief Executive Officer

- (1) The roles of Chairman and Chief Executive Officer should be separate and should generally not be performed by the same individual to ensure that there is a clear division of responsibilities at the Board level to entail a balance of power and authority.
- (2) The Chairman is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for ensuring communication of the views of the Board to the public. In performing this role, the Chairman's responsibilities include:
 - (a) chairing meetings of the Board;
 - (b) ensuring the Board meetings receive accurate, complete, timely and clear information concerning the affairs of the Company;
 - (c) ensuring constructive relations between executive and non-executive Directors;
 - (d) formulating for discussion and decision, questions which have been moved for the consideration of the Board;
 - (e) ensuring that all Directors are properly briefed on issues arising at the Board meetings;
 - (f) acting as liaison between the Board and management;

- (g) in consultation with the Chief Executive Officer and the Company Secretary or his designated delegates, drawing up and approving the agenda for each Board meeting taking into account, where appropriate, any matters proposed by the other Directors for inclusion in the agenda; and
 - (h) at least annually hold meetings with the non-executive Directors (including INEDs) without the presence of the executive Directors.
- (3) Subject to specific delegations by the Board from time to time, the Chief Executive Officer has responsibility for the following functions:
- (a) recommending policy and strategic directions for Board approval;
 - (b) to implement the strategies and policies adopted by the Board and to conduct the day-to-day operation of the Company;
 - (c) developing and formulating business plans, budgets, strategies, business and financial objectives of the Company for consideration by the Board, and to the extent approved by the Board, implementing these plans, budgets, strategies and objectives;
 - (d) operating the Company's businesses within the parameters set by the Board from time to time, and keeping the Board informed of material developments of the Company's businesses;
 - (e) where proposed transactions, commitments or arrangements exceed the parameters set by the Board, referring the matter to the relevant Committee, the Executive Committee or the Board (as the case may be) for consideration and approval;
 - (f) identifying and managing operation and other risks, and where those risks could have a material impact on the Company's businesses, formulating strategies for managing these risks for consideration by the Board or the Executive Committee (as the case may be); and
 - (g) to convene meetings of the Executive Committee.

E. Board member orientation and continuing education programs

- (1) The Legal and Secretarial Department of the Company shall be responsible for organizing a Board orientation program for all newly appointed Directors appropriate to their experience, which should generally cover the following areas:
- (a) presentation by officers of the Company or other key executives of the

Company on the Company's organization structure and business model;

- (b) an overview of the rights and duties, legal and ethical responsibilities of a director, including obligations under statute and common law, the Listing Rules, applicable legal and regulatory requirements, business and governance policies of the Company and "Non-statutory Guidelines on Directors' Duties" issued by the Companies Registry in September 2008;
 - (c) an overview of the role and operation of the Board and its Committees; and
 - (d) an overview of the business goals, financial, strategic, operational and risk management positions of the Company.
- (2) All Directors are also expected to undertake continuing education arranged by the Company relating to the following:
- (a) new development on the rights and duties, legal and ethical responsibilities of directors, changes to the Companies Ordinance, the Listing Rules and applicable legal and regulatory compliance requirements which affect the Group as a whole; and
 - (b) other material as deemed appropriate by the Chairman or as suggested to the Chairman by other members of the Board.

3. Committees

A. Establishment of Committees

The Board may establish Committees responsible for considering detailed issues and making recommendations for consideration by the entire Board. The Board may from time to time delegate its decision making authority or part thereof to a Committee, subject to applicable laws and the terms of reference of the relevant Committee. The Board should ensure that sufficient resources are made available to each Committee to ensure that it can duly and fully discharge its duties.

B. Committees accountable to the Board

All Committees must report back to the entire Board on their decisions or recommendations, unless there are legal or regulatory restrictions restricting their ability to do so. An index of minutes of meetings must be tabled at the next Regular Board Meeting for review and the full minutes of meetings of the Committees and committee papers are accessible to all Directors and copies available on request.

C. Attendance of meetings of Committees

Apart from members of the Committees, other Directors, senior managers and employees of the Company may attend meetings of the Committees if invited.

D. Current structure of the Committees

The Board has established a number of standing committees including the following principal Committees:

- Executive Committee;
- Audit Committee;
- Compensation Committee; and
- Nomination Committee,

The terms of reference of the above Committees are available on the Company's website and in writing upon request to the Company Secretary.

The Board may from time to time establish and delegate specific responsibilities to ad hoc Committees, such as an independent Board Committee to deal with matters involving conflict of interests of Directors or substantial Shareholders of the Company, connected transactions or a special purpose Committee to deal with major or material transactions of the Company.

E. Executive Committee

- (1) The main function of the Executive Committee is
 - (a) to monitor the execution of the Company's strategic plans and the operations of all business units;
 - (b) to appoint and remove the directors and general managers of the business units of the Company ("**Operating Management**");
 - (c) to approve any changes to the scope of authority delegated to the Operating Management and the functional department heads of the Company ("**Corporate Management**");
 - (d) to approve any excess in authority delegated to the Corporate Management and the Operating Management (together the "**Senior Management**");
 - (e) to exercise the functions and responsibilities of the Board between Regular Board Meetings; and
 - (f) any other specified business authorised by the Board to be dealt with by this Committee.
- (2) Members of the Executive Committee shall include the Chairman, the Chief Executive Officer, the Chief Financial Officer, the director responsible for the Corporate Development, and the General Manager of Internal Audit Department and any other members determined by the Board. A majority of members of the Executive Committee shall form a quorum. The General Manager of Finance Department and the General Manager of Legal and Secretarial Department of the Company shall be the ex-officio attendees of the Executive Committee. The chair of this Committee shall be the Chairman, the Chief Executive Officer or the Chief Financial Officer on a rotational basis. The chair, in consultation with the Chief Executive Officer, shall be responsible for drawing up and approving the agenda of each Executive Committee meeting.
- (3) The Executive Committee shall meet approximately on monthly basis and as and when necessary or as required by the Chief Executive Officer.
- (4) The terms of reference of the Executive Committee shall be posted on the Company's website and provided to the Shareholders upon request to the Company Secretary.

F. Audit Committee

- (1) The main function of the Audit Committee is to assist the Board to oversee the financial reporting, risk management and internal control systems and the internal and external audit functions. The Board shall in consultation with the chair of the Audit Committee provide sufficient resources to enable the Audit Committee to discharge its duties.
- (2) The Audit Committee annually assesses the appointment of the external auditors, taking into account the quality and rigour of the audit, the quality of the audit service provided, the auditing firm's quality control procedures, relationships between the external auditors and the Company, and the independence of the auditors. The external auditors appointed by the Company shall be among the big four international accounting firms and shall be approved by the Shareholders at the AGM.
- (3) The Audit Committee comprises not less than three members, a majority of whom should be INEDs. At least one INED shall have the appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2) of the Listing Rules. Two members of the Audit Committee shall form a quorum.
- (4) Any former partner of the Company's existing auditing firm ("**Firm**") is prohibited from being a member of the Company's Audit Committee for a period of 1 year commencing on the date of his ceasing:
 - (a) to be a partner of the Firm; or
 - (b) to have any financial interest in the Firm,whichever is the later.
- (5) The Audit Committee shall meet at least 4 times a year and special meetings may be called at the discretion of the Chairman of the Audit Committee or at the request of the Board or Senior Management to review significant control or financial issues.
- (6) Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the auditors, the Company shall disclose in the Corporate Governance Report the recommendation of the Audit Committee and the reasons why the Board has taken a different view.
- (7) The terms of reference of the Audit Committee shall be posted on the Company's website and provided to the Shareholders upon request to the Company Secretary.

G. Compensation Committee

- (1) The main function of the Compensation Committee is to assist the Board to oversee the Company's remuneration practices to ensure effective policies, processes and practices for rewarding Directors and the Senior Management (namely, the Corporate Management and the Operating Management), and that the reward programs are fair and managed with integrity and in compliance with the Listing Rules and other applicable rules and regulations. The Board shall in consultation with the chair of the Compensation Committee provide sufficient resources to the Compensation Committee to enable it to discharge its duties.
- (2) The Compensation Committee comprises not less than 3 members, a majority of whom shall be INEDs. Two members of the Compensation Committee shall form a quorum.
- (3) The Compensation Committee shall meet at least once a year or as requested by the Director responsible for human resources function or the Board or the chair of the Compensation Committee.
- (4) The terms of reference of the Compensation Committee shall be posted on the Company's website and provided to the Shareholders upon request to the Company Secretary.
- (5) The Compensation Committee should consult the Chairman and/or the Chief Executive Officer in making their recommendations relating to the remuneration of the other executive Directors, and may, from time to time, seek advice from special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices.

H. Nomination Committee

- (1) The main function of the Nomination Committee is, having regard to the independence and quality of nominees, to make recommendations to the Board on the suitability and qualification of candidates for directors so as to ensure that all nominations are fair and transparent. The Board shall in consultation with the chair of the Nomination Committee provide sufficient resources to the Nomination Committee to enable it to discharge its duties.
- (2) The Nomination Committee comprises not less than 3 members, a majority of whom shall be INEDs. Two members of the Nomination Committee shall form a quorum.
- (3) The Nomination Committee shall meet as and when required or as requested by the Director responsible for human resources function or the chair of the Nomination Committee to consider and review the structure, size and composition of the Board and make recommendations to the Board.
- (4) The terms of reference of the Nomination Committee shall be posted on the Company's website and provided to the Shareholders upon request to the Company Secretary.

4. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

A. The main elements of the Company's remuneration policy are:

- (1) no individual should determine his or her own remuneration;
- (2) remuneration should be broadly aligned with companies with whom the Company competes for human resources;
- (3) the Company should aim to design policies that attract and retain the executives needed to run the Company successfully and to motivate executives to pursue appropriate growth strategies while taking into account performance of the individual but the Company should avoid paying more than is necessary for such purpose; and
- (4) remuneration should reflect performance, complexity and responsibility of the individual.

B. Remuneration of the Directors (including the Chief Executive Officer) and the Senior Management should be structured to include salary, bonuses, share options in the Company, other incentive schemes or benefits in kind so as to provide them with incentives to improve their individual performance.

C. Non-executive Directors should be remunerated by way of fees (in the form of cash, non-cash benefits or statutory superannuation contributions).

D. The amount of remuneration, both monetary and non-monetary, for the five highest paid employees, and for all Directors on an individual and named basis, for the relevant financial year shall be disclosed in the Company's annual report.

E. The Board shall ensure that at all times a Compensation Committee (see paragraph 3.G.) is established to review and make recommendations to the Board on the remuneration of the Directors and the Senior Management.

5. FINANCIAL REPORTING

- A.** The Board should ensure that a balanced, clear and comprehensible assessment of the Company's performance, position and prospects is presented to the Shareholders. The same standard shall extend to all financial statements, published reports relating to the Company, price-sensitive announcements and other financial disclosure required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements. Regular management reports on the financial position and prospects of each business unit shall be reviewed to ensure clear and consistent disclosures to enable the Board to make an informed assessment.

- B.** In preparing the Corporate Governance Report of the Company as required under paragraph 34 of Appendix 16 to the Listing Rules, the Directors shall have regard to and comply with the requirements of the CG Code and this Manual and acknowledge in the Corporate Governance Report their responsibility for preparing the Company's accounts.

- C.** Apart from the issuance of interim and annual results, the Company shall release quarterly financial highlights and operational review or quarterly reports when required by the Listing Rules (or deemed appropriate by the Company) as soon as reasonably practicable (or as required by the Listing Rules as the case may be) after the end of the relevant quarter, disclosing all such information as would enable the Shareholders to assess the performance, financial position and prospects of the Company.

6. INTERNAL CONTROL

- A.** The objective of internal control is to safeguard the Company's assets against unauthorised use or disposition and to ensure that the Company's accounting records are properly maintained and all the financial information is accurate and reliable.

The Board is responsible for internal control of the Company and for reviewing its effectiveness. The Board takes the view that the internal control systems are designed to manage rather than eliminate the risks and can only provide reasonable and not absolute assurance against material errors, losses or fraud. The Board is assisted by the Internal Audit Department which conducts, on regular basis, audits of the practices, procedures, expenditures and internal controls of all business units and subsidiaries. The Board or the Senior Management may also requests the Internal Audit Department to review specific areas of concern.

Concerns which have been reported by the Group Internal Auditor are monitored regularly by the management to ensure that appropriate remedial measures have been implemented.

The Board periodically reviews its internal control and risk management systems for the Company to ensure their effectiveness and efficiency. The Board's annual review should, in particular, consider the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

- B.** The Company's internal control system is to ensure:
- (1) the existence of an adequate control environment;
 - (2) the existence of an adequate risk management system;
 - (3) timely and effective communication of management and operating control information throughout the Group; and
 - (4) continuous review over the adequacy of and the application of existing control systems and practices.
- C.** The Group Internal Auditor reports to the Board and the Chief Executive Officer. He or his designated delegate attends all meetings of the Audit Committee and where appropriate, raises concerns about possible improprieties in financial reporting, internal control, business ethics, conflicts of interests or other policy violations. The Group Internal Auditor meets the Company's auditors as and when required regarding any significant changes, deficiencies and material weaknesses in and fraud related to internal controls.

- D.** To regulate share dealings by Directors, Corporate Management and Operating Management, and certain employees of the Group in relation to shares, options and other securities of the Company, and to promote ethical and responsible practices, the Board shall ensure that the Company shall maintain in effect the Code of Ethics and Securities Transactions. The provisions of the Code of Ethics and Securities Transactions shall be no less exacting than those of the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) as set out in Appendix 10 to the Listing Rules. All Directors, in any event, are required to comply with the Model Code.

7. COMMUNICATION WITH THE SHAREHOLDERS

- A.** The Board has the overall responsibility to ensure that the Company maintains on-going dialogue with the Shareholders to provide them with information necessary to evaluate the performance of the Company.

There are considerable discussions on the subject of “selective disclosures”. This is the provision of information to certain market participants before they are generally available to the Shareholders and the general public. The Company is aware of its obligations under the Listing Rules. It recognises that some investors and analysts have more and active interests than others in the affairs of the Company. The Company maintains a policy of open communication and fair disclosure. Based on this policy, legitimate questions arising from generally disclosed information deserves a reasonable reply.

The Strategic Planning and Investor Relations Department, led by an Executive Director, is responsible for investor relationship functions and responds to enquiries of investors and analysts.

- B.** Information relating to the Company is communicated to the Shareholders through the following means:

- (1) annual and interim reports of the Company are distributed to all Shareholders in accordance with the requirements of the Listing Rules;
- (2) quarterly financial highlights and operational review are voluntarily released by the Company;
- (3) announcements relating to the Company’s interim and annual results and on other occasions under the continuous disclosure requirements under the Listing Rules;
- (4) the Company’s website which includes, inter alia, corporate information of the Company such as the Board and corporate governance, results of the Company (annual and interim), quarterly financial highlights, the Company’s presentation materials and press releases; and
- (5) general meetings of the Company which provides an important opportunity for constructive communication between the Board, the Senior Management and the Shareholders.

- C.** General meetings of the Company

The Company regards the AGM as an important opportunity for constructive communication between the Board, the Senior Management and the Shareholders.

- (1) The following persons should attend the AGM to answer questions raised

at the meeting:

- (a) Chairman of the Board;
 - (b) the chair of the Audit Committee, the Compensation Committee and the Nomination Committee or failing him, another member of the relevant Committee or, his duly appointed delegate; and
 - (c) the external auditors of the Company.
- (2) In respect of each substantially separate issue proposed at a general meeting, such as the nomination of persons as directors and on the annual report and accounts, a separate resolution should be proposed by the chairman of that meeting.
- (3) The Board should encourage full and active participation of the Shareholders at general meetings. The chairman of the meeting shall allow a reasonable opportunity for the Shareholders to ask questions of the auditors regarding the audit and the auditors' report.
- (4) The Company shall arrange for the notice to the Shareholders to be sent in the case of AGMs at least 20 clear Business Days before the meeting and to be sent at least 10 clear Business Days in the case of all other general meetings.
- (5) The Company shall ensure that the Shareholders are familiar with the detailed procedures for conducting a poll.