

Our Commitment to Good Governance

We are committed to the principles of
transparency, accountability and
independence to enhance shareholder value.



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The Board and management are committed to principles of good corporate governance consistent with prudent management and enhancement of shareholder value. These principles emphasize transparency, accountability and independence.

Our corporate governance practices followed during the first six months of 2017 are in line with the practices set out in [our 2016 Annual Report](#) and on our corporate website [🌐](#).

The Board

The Board is currently composed of three Executive Directors, one Non-executive Director and four Independent Non-executive Directors. Details of the composition of the Board are set out in the “Corporate information” section on page 2.

Since 1 January 2017, the following changes to the Board and Board committees have occurred:

- Margaret Leung Ko May Yee, an Independent Non-executive Director and the Chairman of the Audit Committee of the Company, has been appointed as a member of the Nomination Committee of the Company with effect from 29 March 2017.
- Paul Edward Selway-Swift has retired as an Independent Non-executive Director of the Company and accordingly ceased to be a member of the Audit Committee and Nomination Committee of the Company effective from the conclusion of the Annual General Meeting on 1 June 2017.
- Chih Tin Cheung has been appointed as an Independent Non-executive Director and a member of the Audit Committee of the Company with effect from 14 July 2017.

Further details of changes in the information of our Directors are set out in the “Other information” section on page 47.


Board and Committee Meetings to Date in 2017

	Number of Meetings	Average Attendance Rate
Board	4	84%
Nomination Committee	2	83%
Audit Committee	3	67%
Risk Management and Sustainability Committee	3	100%
Remuneration Committee	1	67%

Review of Interim Financial Information

The Audit Committee has reviewed the interim financial information for the six months ended 30 June 2017 for the Board's approval.

Risk Management and Internal Control

Our risk management and internal control processes remain in line with the practices set out in the ["Our approach to risk management"](#) section on pages 52 to 61 of our 2016 Annual Report, which is available on our corporate website .

Based on the respective assessments made by management and the Corporate Governance team responsible for internal audit activities, the Audit Committee considered that for the first six months of 2017:

- The risk management and internal controls and accounting systems of the Group remain in place and functioning effectively, and were designed to provide reasonable but not absolute assurance that material assets are protected, business risks attributable to the Group were identified and monitored, material transactions were executed in accordance with management's authorization and the interim financial information was reliable for publication
- An ongoing process is in place for identifying, evaluating and managing the significant risks faced by the Group

Compliance with the Corporate Governance Code

The Board reviewed the Company's corporate governance practices for the first six months of 2017 and is satisfied that it has been in full compliance with all the applicable code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules.

Directors' and Relevant Employees' Securities Transactions

The Company has adopted stringent procedures governing Directors' securities transactions in compliance with the Model Code. We have extended such procedures to cover relevant employees who are likely to be in possession of unpublished, price-sensitive information ("Inside Information") of the Group. Relevant employees are also subject to compliance with written guidelines in line with the Model Code. Specific confirmation of compliance has been obtained from each Director for the interim reporting period. No incident of non-compliance by Directors and relevant employees was noted.

We continue to comply with our policy on Inside Information in compliance with our obligations under the SFO and Listing Rules.