



企業管治報告 CORPORATE GOVERNANCE REPORT

本公司致力維持良好之企業管治，並已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四企業管治守則(「守則」)及企業管治報告所載之守則條文。截至二零一二年三月三十一日止財政年度，本公司已完全遵守守則，惟下文(E)節所披露者除外。

(A) 董事局

董事局(「董事局」)監察本公司及其附屬公司(「本集團」)之管理、業務、策略方針及財務表現。董事局已將日常責任委託予本公司執行董事(「董事」)及本公司高層管理人員(「高層管理人員」)，彼等在董事總經理之領導下履行職責。在委託時，董事局就有關可代表本集團作出決定前必須經董事局批准之事宜給予執行董事清晰指示。撥作董事局的職能及下放予執行董事及高層管理人員的職權由董事局作檢討，以確保有關權力轉授仍然符合本集團的需要。董事局成員可及時查閱適當的業務文件及有關本集團的資料。

(B) 董事局之組成

董事局共由十一名董事組成，其中八名為執行董事，即張舜堯先生、馮潮澤先生、錢永勳先生、郭敏慧小姐、趙展鴻先生、黃琦先生、劉健輝先生及張任華先生，另外為三名獨立非執行董事，即范佐浩先生、謝文彬先生及龍子明先生。

本公司已按照上市規則第3.13條接獲全體獨立非執行董事之年度書面獨立確認。董事局認為，全體獨立非執行董事在品格及判斷方面均屬獨立，而彼等均符合上市規則所規定之特定獨立條件。

The Company is committed to maintaining good corporate governance and has adopted the code provisions set out in the Corporate Governance Code ("Code") and Corporate Governance Report contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). For the financial year ended 31 March 2012, the Company has fully complied with the Code save as disclosed in section (E) below.

(A) BOARD OF DIRECTORS

The board of directors (the "Board") oversees the management, business, strategic directions and financial performance of the Company and its subsidiaries (the "Group"). It has delegated the day-to-day responsibility to the executive directors of the Company ("Directors") and senior management of the Company ("Senior Management") who perform their duties under the leadership of the Managing Director. At the time of delegation, the Board gives clear directions to Executive Directors as to the matters that must be approved by the Board before decisions can be made on behalf of the Group. The functions reserved to the Board and delegated to the Executive Directors and Senior Management are reviewed by the Board to ensure that such delegation remains appropriate to the needs of the Group. The Board members have access to appropriate business documents and information about the Group on a timely basis.

(B) BOARD COMPOSITION

The Board comprises a total of eleven Directors, with eight Executive Directors, being Mr. Francis Cheung, Mr. Fung Chiu Chak, Victor, Mr. David Chien, Miss Jennifer Kwok, Mr. Chiu Chin Hung, Mr. Wong Kay, Mr. Lau Kin Fai and Mr. Harvey Jackel Cheung and three Independent Non-Executive Directors, being Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun, and Mr. Lung Chee Ming, George.

The Company has received the annual written confirmations of independence from all the Independent Non-Executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board is of the view that all the Independent Non-Executive Directors are independent in character and judgement and that they all meet the specific independence criteria as required by the Listing Rules.



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張任華先生為董事局主席張舜堯先生之子。除所披露者外，董事局各成員之間並無財務、業務、家族或其他重大或相關關係。

最新董事名單(說明了董事職位及職責以及彼等為執行或獨立非執行董事)載於www.tysan.com.hk(「本公司網站」)及www.hkexnews.hk(「聯交所網站」)。

(C) 主席及董事總經理

主席及董事總經理之間職責分明，並由不同個人擔任。此可確保權力及職權獲得平衡分配。

張舜堯先生為董事局主席，領導董事局及負責制定本集團的策略、整體政策制定及業務發展方針。彼負責領導及有效管理董事局，確保所有重大及主要事宜均已作出討論，並於有需要時由董事局及時議決。主席主要負責確保良好的企業管治，並確保採取適當措施實現與本公司股東(「股東」)之有效溝通。

馮潮澤先生為本公司之副主席兼董事總經理，負責本集團之業務發展、策略制定、整體行政及工程管理。彼在執行董事及高層管理人員之協助下，負責執行本集團之策略以達到業務目標。

(D) 董事局議事程序

董事局每年至少舉行四次會議(約每季舉行)，並將於有需要時舉行額外會議。於截至二零一二年三月三十一日止財政年度，除執行董事於本公司日常業務過程中舉行之執行董事局會議外，董事局共舉行四次會議。

Mr. Harvey Jackel Cheung is a son of Mr. Francis Cheung, Chairman of the Board. Save as disclosed, the Board members have no financial, business, family or other material or relevant relationship with each other.

An updated list of Directors identifying their roles and functions and whether they are Executive or Independent Non-Executive Directors are maintained on www.tysan.com.hk (the "Company's website") and www.hkexnews.hk (the "Stock Exchange's website").

(C) CHAIRMAN AND MANAGING DIRECTOR

There is a clear division on the roles of Chairman and Managing Director which are performed by different individuals. This ensures a balanced distribution of power and authority.

Mr. Francis Cheung, the Chairman of the Board, provides leadership to the Board and is responsible for the formation of the Group's strategies, overall policy making, and direction of its business development. He is responsible for leadership and effective running of the Board and ensuring that all significant and key issues are discussed and where required, resolved by the Board in a timely manner. The Chairman takes primary responsibility for ensuring good corporate governance and ensures that appropriate steps are taken to provide effective communications with shareholders of the Company ("Shareholder(s)").

Mr. Fung Chiu Chak, Victor, the Vice Chairman and Managing Director of the Company, is responsible for business development, strategic planning as well as general and project management of the Group. He is responsible for implementing the Group's strategy to achieve business objectives with the assistance of Executive Directors and Senior Management.

(D) BOARD PROCEEDINGS

The Board meets at least four times a year at approximately quarterly intervals and additional meetings will be held as and when required. During the financial year ended 31 March 2012, the Board held four meetings (save for the executive Board meetings held between the Executive Directors during the normal course of business of the Company).



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董事局成員之出席率如下：

The attendance of each Board member is as follows:

	出席率 Attendance
執行董事	
張舜堯先生(主席)	4/4
馮潮澤先生 (副主席兼董事總經理)	4/4
錢永勛先生	2/4
郭敏慧小姐	4/4
趙展鴻先生	4/4
黃琦先生	4/4
劉健輝先生	4/4
張任華先生	4/4
獨立非執行董事	
范佐浩先生	4/4
謝文彬先生	4/4
龍子明先生	4/4

公司秘書協助主席擬訂會議議程，而每名董事均可要求將項目列入該議程內。全體董事在所有董事局會議舉行前會獲發出至少十四天通知。有關資料通常於董事局會議舉行前三天供全體董事傳閱。

The Company Secretary assists the Chairman in establishing the meeting agenda and each Director may request inclusion of items in the agenda. A notice of at least 14 days is given to all Directors for all Board meetings. Relevant information is circulated to all Directors normally three days in advance of the Board meetings.

在公司秘書的協助下，主席確保董事局會議上全體董事均適當知悉當前的事項並及時收到充分的資訊，以協助彼等作出知情決定及履行作為董事的職責。在適當情況下，董事與董事委員會可在提出合理要求後徵求獨立專業意見，而開支由本公司承擔。本公司已為董事安排適當的保險保障。

With the assistance of the Company Secretary, the Chairman ensures that all Directors are properly briefed on issues arising at Board meetings and that they receive adequate information in a timely manner to assist them to make informed decisions and discharge their duties as Directors. Upon reasonable request, the Directors and Board committees will have access to independent professional advice in appropriate circumstances at the Company's expense. The Company has arranged appropriate insurance cover for its Directors.

董事局及董事委員會會議記錄將記錄適當詳情，而草擬之會議記錄將於董事局及董事委員會審批前供個別董事局成員傳閱，以供彼等發表意見。所有會議記錄由公司秘書保存，並可由董事公開查閱。

Meeting minutes of the Board and Board committees are recorded in appropriate details and draft minutes are circulated to the respective Board members for comments before being approved by the Board and Board committees. All minutes are kept by the Company Secretary and are open for inspection by the Directors.

(E) 董事之委任、重選及罷免

(E) APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

本公司就董事之委任及罷免訂有正式、經考慮及具透明度之程序。所有為填補臨時空缺而新獲委任之董事均須在其獲委任後於本公司之第一次股東大會上接受股東選舉。截至二零一二年三月三十一日止財政年度，本公司已遵守守則，惟以下偏離除外。

The Company has a formal, considered and transparent procedure for the appointment and removal of Directors. All Directors newly appointed to fill a casual vacancy are subject to election at the first general meeting following their appointment. During the financial year ended 31 March 2012, the Company has complied with the Code save for the following deviations.

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根據本公司章程細則(「公司章程細則」)規定，於每屆股東週年大會上，三分之一董事須輪值退任，惟不論當中所載任何規定，董事局主席或董事總經理毋須輪值退任或計入釐定須退任之董事人數內。由於領導之連貫性為成功延續長期實行業務計劃之主要因素，董事局相信董事局主席及董事總經理擔當為本集團提供強勢及貫徹之領導，讓本集團能夠有效規劃及執行長期業務策略。因此，董事局認為董事局主席及董事總經理應毋須輪值退任。

獨立非執行董事並無按指定任期委任，惟須按公司章程細則規定，於股東週年大會上輪值退任及接受重選。因此，董事局認為，非執行董事毋須按指定任期委任。

范佐浩先生擔任獨立非執行董事逾九年。范佐浩先生已按照上市規則第3.13條確認其獨立性，同時范先生向董事局確認在判斷其獨立性時，已考慮其過往多年的工作範圍都是與本公司獨立的，而儘管彼已在本公司擔任獨立非執行董事逾九年，其獨立性不會受到不利影響。董事局同意范先生透過提供獨立見解及意見已展示其具有擔任獨立非執行董事之特質，而且無證據顯示其任期已對其獨立性造成任何影響。董事局認為儘管范先生之任期較長，彼仍然保持獨立性，並認為范先生於本集團業務之寶貴知識及經驗及本集團以外之經驗，繼續對本公司及其股東整體作出重大貢獻。此外，根據上市規則，如獨立非執行董事任期超過九年，其進一步委聘須獲股東以獨立決議案批准。

擬於下一屆股東週年大會上選舉或膺選連任的董事姓名及履歷詳情載於載有即將舉行之股東週年大會的通告之致股東的通函內。

According to the bye-laws of the Company ("Bye-Laws"), one-third of the Directors shall retire from office by rotation at each annual general meeting, provided that notwithstanding anything therein, the Chairman of the Board or the Managing Director shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. As continuity is a key factor to the successful long term implementation of business plans, the Board believes that the roles of the Chairman of the Board and the Managing Director provide the Group with strong and consistent leadership and allow effective planning and execution of long-term business strategies. As such, the Board is of the view that the Chairman of the Board and the Managing Director should not be subject to retirement by rotation.

Independent Non-Executive Directors are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-Laws. As such, the Board is of the view that the Independent Non-Executive Directors do not have to be appointed for a specific term.

Mr. Fan Chor Ho, Paul has served as an Independent Non-Executive Director of the Company for more than nine years. In addition to his confirmation of independence in accordance with Rule 3.13 of the Listing Rules, Mr. Fan has confirmed to the Board that in determining his independence, he has considered his scope of work in the past years, which is independent from that of the Company, and that his independence has not been adversely affected by the fact that he has served the Company for more than nine years as an Independent Non-executive Director. The Board agrees that Mr. Fan has been demonstrating the attributes of an Independent Non-Executive Director by providing independent views and advice and that there is no evidence that his tenure has had any impact of his independence. The Board is of the opinion that Mr. Fan remains independent notwithstanding the length of his service and that his valuable knowledge and experience in the Group's business and his external experience will continue to generate significant contribution to the Company and its Shareholders as a whole. Further, under the Listing Rules, if an Independent Non-Executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by the Shareholders.

The names and biographical details of the Directors who will offer themselves for election or re-election at the next annual general meeting are included in the circular to Shareholders containing the notice of the forthcoming annual general meeting.



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(F) 董事之責任

董事確認彼等編製截至二零一二年三月三十一日止財政年度財務報表之責任。

每位董事須充份了解其作為董事之責任，以及本集團的經營方式、業務活動及發展。新獲委任之董事將透過全面而正式之入職簡介得知本集團之業務及其作為董事之責任。

本公司亦鼓勵全體董事參加與本集團業務變化及發展以及本集團所處法律及監管環境相關之培訓課程，而開支由本公司承擔。

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之行為守則。經作出特別查詢後，全體董事確認，彼等於回顧年度已全面遵守標準守則載列之所需準則及有關董事進行證券交易之行為守則。

(G) 董事委員會

董事局已成立審核委員會、薪酬委員會及提名委員會。

審核委員會

審核委員會首次於一九九九年成立。其職權範圍已刊登在本公司網站及聯交所網站。為遵守守則及相關上市規則之修訂（「修訂」），審核委員會之職權範圍被修訂並於二零一二年四月一日生效。

審核委員會負責審閱及監察本集團之財務報告程序及內部監控制度、審閱本集團之財務資料及遵守情況，並向董事局提供建議及意見。

審核委員會由三名成員范佐浩先生、謝文彬先生及龍子明先生組成，彼等均為獨立非執行董事。審核委員會各成員均在彼等本身之專業方面擁有豐富經驗。范佐浩先生及謝文彬先生具備適當之會計或相關財務管理專長，並符合上市規則第3.21條之規定。公司秘書亦為審核委員會之秘書。

(F) RESPONSIBILITIES OF DIRECTORS

The Directors acknowledge their responsibility for preparing the financial statements for the financial year ended 31 March 2012.

Every Director is required to keep abreast of his/her responsibilities as a Director and of the conduct, business activities and development of the Group. On appointment, new Directors will receive a comprehensive, formal induction on the Group's business and his/her responsibilities as a Director.

All Directors are also encouraged to attend training courses relevant on changes and developments to the Group's business and to the legislative and regulatory environments in which the Group operates at the Company's expenses.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules ("Model Code") as the code of conduct regarding directors' securities transactions. Having made specific enquiry, all the Directors have confirmed that they have fully complied with the required standard set out in the Model Code and its code of conduct regarding Directors' securities transactions for the year under review.

(G) BOARD COMMITTEES

The Board has established an Audit Committee, a Remuneration Committee and a Nomination Committee.

Audit Committee

The Audit Committee was first established in 1999. Its terms of reference have been posted on the Company's website and the Stock Exchange's website. In order to comply with the recent amendments of the Code and associated Listing Rules (the "Amendments"), the terms of reference of the Audit Committee were revised and became effective on 1 April 2012.

The Audit Committee is responsible for reviewing and supervising the financial reporting process and internal control system of the Group, reviewing the Group's financial information, compliance and providing advice and comments to the Board.

The Audit Committee comprises three members, namely, Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming, George, who are Independent Non-Executive Directors. Each member of the Audit Committee possesses in-depth experience in his own profession. Mr. Fan Chor Ho, Paul and Mr. Tse Man Bun possess appropriate accounting or relevant financial management expertise and meet the requirements of Rule 3.21 of the Listing Rules. The Company Secretary is the secretary of the Audit Committee.



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於截至二零一二年三月三十一日止財政年度，審核委員會共舉行兩次會議。審核委員會每名成員之出席率如下：

獨立非執行董事

范佐浩先生
(審核委員會主席)
謝文彬先生
龍子明先生

年內，審核委員已審閱本集團截至二零一一年九月三十日止六個月之中期業績及截至二零一二年三月三十一日止財政年度之末期業績，並與外聘核數師審閱及討論本集團之財務報告。審核委員會與管理層審閱本集團採納之會計原則及慣例，並與管理層討論有關審核、內部監控系統及財務報告事宜。審核委員會亦審閱本集團於年內訂立之關連交易，並向董事局就續聘外聘核數師作出推薦建議，及審閱以及批准外聘核數師酬金。

薪酬委員會

薪酬委員會於二零零五年成立。其職權範圍已刊登在本公司網站及聯交所網站。為遵守修訂，薪酬委員會之職權範圍被修訂並於二零一二年四月一日生效。

薪酬委員會負責向董事局就全體董事及高層管理人員之薪酬政策及架構作出推薦建議。本集團之薪酬政策按公平市場價值提供薪酬組合，以招攬及挽留優秀員工。

薪酬委員會由一名執行董事張舜堯先生及兩名獨立非執行董事范佐浩先生與謝文彬先生組成。為遵守修訂，獨立非執行董事謝文彬先生獲委任為薪酬委員會主席，張舜堯先生由二零一二年四月一日起不再擔任薪酬委員會主席，但留任為薪酬委員會成員。薪酬委員會之組成符合上市規則對主席及獨立性之規定。

During the financial year ended 31 March 2012, the Audit Committee held two meetings. The attendance of each committee member is as follows:

Independent Non-Executive Directors

Mr. Fan Chor Ho, Paul
(Chairman of the Audit Committee)
Mr. Tse Man Bun
Mr. Lung Chee Ming, George

出席率 Attendance

2/2
2/2
2/2

During the year, the Audit Committee has reviewed the Group's interim results for the six months ended 30 September 2011 and final results for the financial year ended 31 March 2012, and reviewed and discussed with the external auditors over the financial reporting of the Group. The Audit Committee reviewed with the management the accounting principles and practices adopted by the Group and discussed with the management in relation to auditing, system of internal control, and financial reporting matters. The Audit Committee has also reviewed the connected transaction entered into by the Group during the year, made recommendation to the Board on the re-appointment of the external auditors and reviewed and approved the remuneration of the external auditors.

Remuneration Committee

The Remuneration Committee was established in 2005. Its terms of reference have been posted on the Company's website and the Stock Exchange's website. In order to comply with the Amendments, the terms of reference of the Remuneration Committee were revised and became effective on 1 April 2012.

The Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure for all Directors and members of the Senior Management. It is the Group's policy to provide remuneration packages at fair market value in order to attract and retain high quality staff.

The Remuneration Committee comprises an Executive Director, Mr. Francis Cheung and two Independent Non-Executive Directors, namely, Mr. Fan Chor Ho, Paul and Mr. Tse Man Bun. To comply with the Amendments, Mr. Tse Man Bun, an Independent Non-Executive Director, was appointed as the Chairman of the Remuneration Committee and Mr. Francis Cheung ceased to be the Chairman of the Remuneration Committee but remained as a member of the Remuneration Committee with effect from 1 April 2012. The composition of the Remuneration Committee complies with the requirements of chairmanship and independence of the Listing Rules.



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於截至二零一二年三月三十一日止財政年度，薪酬委員會共舉行兩次會議，而委員會每名成員之出席率如下：

董事

張舜堯先生
(薪酬委員會主席)

獨立非執行董事

范佐浩先生
謝文彬先生

年內，薪酬委員會已就執行董事及高層管理人員之薪酬及酌情花紅作出推薦建議，以供董事局考慮。有關薪酬包括實物利益、退休金權利(或其同等形式，如適用)及補償(包括於離職或終止職務或委任時應付之補償(如適用))。

提名委員會

提名委員會於二零一二年三月二十八日成立。其職權範圍已刊登在本公司網站及聯交所網站並於二零一二年四月一日生效。截至二零一二年三月三十一日止財政年度並無作出委任。

提名委員會負責(其中包括)至少每年檢討董事局之結構、規模及組成，就建議變動向董事局作出推薦以配合公司策略，物色合資格的人選擔任董事局成員，評估獨立非執行董事之獨立性，就委聘及續聘董事及董事繼任規劃向董事局作出推薦。

提名委員會由四名成員組成，即張舜堯先生(董事局主席及提名委員會主席)及獨立非執行董事范佐浩先生、謝文彬先生及龍子明先生組成。彼等之委任於二零一二年四月一日生效。

During the financial year ended 31 March 2012, the Remuneration Committee held two meetings and the attendance of each committee member is as follows:

	出席率 Attendance
<i>Directors</i>	
Mr. Francis Cheung (Chairman of the Remuneration Committee)	2/2
<i>Independent Non-Executive Directors</i>	
Mr. Fan Chor Ho, Paul	2/2
Mr. Tse Man Bun	2/2

During the year, the Remuneration Committee has made recommendation to the Board on the remuneration packages and discretionary bonuses of the Executive Directors and Senior Management for the Board's consideration. Such packages include benefits in kind, pension rights (or its equivalent, where appropriate) and compensation payments, including any compensation payable for loss or termination of their office or appointment, where appropriate.

Nomination Committee

The Nomination Committee was established on 28 March 2012. Its terms of reference have been published on the Company's website and the Stock Exchange's website, and they became effective on 1 April 2012. No appointment was made for the financial year ended 31 March 2012.

The Committee is responsible for, among other things, reviewing the structure, size and composition of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board, assessing the independence of Independent Non-Executive Directors and making recommendations to the Board on the appointment and re-appointment of Directors and succession planning for Directors to the Board.

The Committee comprises four members, namely, Mr. Francis Cheung who is the Chairman of the Board and the Nomination Committee, and Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming, George, who are Independent Non-Executive Directors. Their appointment became effective from 1 April 2012.



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(H) 外聘核數師

外聘核數師就本公司財務報表承擔之責任載於第40至41頁之「獨立核數師報告」內。

於截至二零一二年三月三十一日止年度已付／應付本公司核數師安永會計師事務所之費用如下：

		千港元 HK\$'000
核數服務	Auditing services	2,582
非核數服務	Non-auditing services	
用作申報會計師企業活動之用	Being a reporting accountant for a corporate exercise	2,300
其他	Others	516
		<u>5,398</u>

(I) 公司秘書

公司秘書主要負責透過董事局主席向董事局提供管治事宜之意見，安排董事之入職及專業培訓。同時，公司秘書協助董事局，確保董事局內良好的資料交流及遵守董事局政策及程序。全體董事均可獲得公司秘書之意見及服務，以確保遵守董事局程序及所有適用法律、規則及法規。公司秘書向董事局主席及／或董事報告，而公司秘書之選擇、委任及解僱則由董事局批准。公司秘書黃淑嫻小姐為本集團僱員。

(H) EXTERNAL AUDITORS

The responsibilities of the external auditors with respect to the financial statements of the Company are set out in the "Report of the Independent Auditors" on pages 40 and 41.

Details of the fees paid/payable to the Company's auditors, Ernst & Young, during the year ended 31 March 2012 are as follows:

(I) COMPANY SECRETARY

The Company Secretary is primarily responsible for advising the Board through the Chairman of the Board on governance matters and facilitating induction and professional development of Directors. The Company Secretary also supports the Board by ensuring good information flow within the Board and the Board policy and procedures are followed. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures, and all applicable law, rules and regulations are followed. The Board will approve the selection and appointment and dismissal of the Company Secretary who reports to the Chairman of the Board and/or the Directors. The Company Secretary, Miss Wong Suk Han Kitty, is an employee of the Group.



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(J) 內部監控

董事局全面負責確保本集團維持穩定而有效之監控，以保障其資產及股東之投資。董事局及審核委員會對本集團內部監控制度之有效性進行年度審查，審查範圍涵蓋財務、營運、程序遵守及風險管理功能。於年度審查中，董事局及審核委員會已考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。根據本集團高層管理人員進行之評估，董事局及審核委員會認為本集團之內部監控制度為有效，且足以應付現時之要求。

(K) 企業管治職能

董事局於二零一二年三月二十八日建立「企業管治政策」。董事局負責履行以下職權範圍所載企業管治職能：

- (1) 制定及檢討本公司有關企業管治之政策及常規，並向董事局作出建議；
- (2) 檢討及監督董事及高層管理人員之培訓及持續專業發展；
- (3) 檢討及監督本公司有關遵守法律及監管規定之政策及常規；
- (4) 制定、檢討及監督適用於董事及本集團僱員之行為準則及合規手冊(如有)；及
- (5) 檢討本公司對聯交所上市規則附錄十四所載企業管治守則之遵守情況及本公司將發佈之企業管治報告內的披露。

(J) INTERNAL CONTROL

The Board has overall responsibility to ensure that the Group maintains sound and effective controls to safeguard its assets and the investments of the Shareholders. The Board and the Audit Committee conduct annual review of the effectiveness of the internal control systems of the Group covering the financial, operational and compliance controls and risk management functions. During the annual review, the Board and the Audit Committee have considered the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budgets. Based on the assessment made by the senior management of the Group, the Board and the Audit Committee consider that the Group's internal control systems are effective and adequate for its present requirements.

(K) CORPORATE GOVERNANCE FUNCTIONS

The Board established the "Corporate Governance Policy" on 28 March 2012. The Board is responsible for performing the corporate governance functions set out in the terms of reference below:

- (1) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (2) to review and monitor the training and continuous professional development of Directors and Senior Management;
- (3) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees of the Group; and
- (5) to review the Company's compliance with the Corporate Governance Code set out in Appendix 14 of the Listing Rules on the Stock Exchange and disclosure in the Corporate Governance Report to be issued by the Company.

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(L) 與股東通訊

董事局應維持與股東及本公司機構投資者之間的持續對話，及確保有效並及時向股東發佈資訊，以及鼓勵股東參與本公司股東大會。本公司於二零一二年三月二十八日制定了股東通訊政策並將其內容載列如下：

- (1) 股東可參考公開披露的資料或將其查詢送至當其時的本公司之註冊地址或主要營業地點致本公司秘書收。對有關持股的查詢，股東須向本公司之香港股份過戶登記分處，即卓佳登捷時有限公司，提出有關其所持股權的問題。
- (2) 股東可查閱本公司的年報、中期報告、公佈、通函及大會通告以獲得有關本公司之資料。該等資料及文件可於本公司網站及聯交所網站內查閱。本公司的年報、中期報告、公佈、通函及股東大會通告(如適用，連同代表委任表格)亦會寄發予股東。
- (3) 本公司鼓勵股東出席本公司之股東週年大會及股東大會。股東可透過本公司之股東週年大會表達意見、討論本公司之發展並了解本公司之業務。
- (4) 本公司將定期檢討本政策以確保其有效性。
- (5) 有關召開或提呈議案之查詢及問題可透過本公司之電話(852) 2882 3632聯絡本公司秘書，或藉將電郵發送至info@tysan.com，或藉在本公司之股東週年大會或股東特別大會上直接提出問題或藉郵寄至本公司當其時之註冊地址或主要營業地點等方式向董事局作出查詢及提問。

本公司已確保於股東大會上將就各項議題提呈獨立決議案。

(L) COMMUNICATION WITH SHAREHOLDERS

The Board shall maintain an on-going dialogue with Shareholders and institutional investors of the Company and shall ensure effective and timely dissemination of information to Shareholders and encourage their participation at general meetings of the Company. The Company established a 'Shareholders' Communication Policy on 28 March 2012 and the details are set out below:

- (1) Shareholders may refer to information disclosed publicly or send their enquiries to the Company's registered office or its principal place of business for the time being, for the attention of the Company Secretary. For enquiries on their shareholdings, Shareholders should direct their questions about their shareholdings to the Company's Hong Kong Branch Registrar, Tricor Tengis Limited.
- (2) Shareholders may access the Company's information from its annual reports, interim reports, announcements, circulars and notices of meetings. These information and documents are available on the Company's website and published on the Stock Exchange's website. The annual reports, interim reports, circulars, and notices of general meetings (where appropriate, with proxy form) of the Company are also despatched to Shareholders.
- (3) Shareholders are encouraged to attend the annual general meeting and general meetings of the Company. Shareholders may also express their views, discuss the progress of the Company and understand the operations of the Company through the annual general meeting of the Company.
- (4) The Company will review this Policy regularly to ensure its effectiveness.
- (5) Enquiries and questions on the procedures for convening or putting forward proposals may be put to the Board by contacting either the Company Secretary through the Company's general line at (852) 2882 3632, e-mail at info@tysan.com, directly by questions at an annual general meeting or special general meeting of the Company or by post to the Company's registered office or its principal place of business for the time being.

The Company has ensured that each substantially separate issue will be dealt with at general meetings by way of a separate resolution.



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股東已獲知會有關會議程序及彼等要求投票表決之權利。本公司將確保遵守上市規則及其公司章程細則所載有關投票表決之規定。投票表決之程序載於本公司有關股東大會之通函，並將於會上在就決議案投票前說明。

(M) 股東權利

召開股東特別大會並提出議案之詳細程序載於名為「股東在股東大會上提出議案的權利」之文件（該文件已刊登於本公司網站），如下文所示：

- (1) 根據本公司之章程細則第58條，持有本公司不少於十分之一附帶本公司之股東大會投票權的繳足股本的股東，隨時有權透過向本公司之董事局或公司秘書提出書面請求要求董事局就有關請求中列明的事務或任何事項召開股東特別大會（「股東特別大會」）。
- (2) 書面要求必須列明召開該大會的目的，由有關股東簽署，並可包括多份相同形式的文件，每份文件由一名或以上該等提出請求人士（「提出請求人士」）簽署。
- (3) 提出請求人士的要求將由本公司的股份過戶登記處核實，在確認提出請求人士的要求屬恰當及合乎程序後，公司秘書將要求董事局根據法定要求及遵守聯交所上市規則向所有註冊股東發出充分通知以召開股東特別大會。相反，倘提出請求人士的要求經核實後被認為不合乎程序，提出請求人士將獲通知該結果，而股東特別大會不會按要求召開。

Shareholders are informed of the procedure and their rights to demand a poll. The Company will ensure compliance with the requirements about voting by poll contained in the Listing Rules and the Bye-Laws. The procedures for voting by poll are set out in the Company's circular relating to the general meeting and will be explained during the meeting before voting on the resolutions.

(M) SHAREHOLDERS' RIGHTS

The procedures of convening a special general meeting and making any proposals are set out in a document entitled "Shareholders' rights to put forward a proposal at a general meeting" has been published in the Company's website and set out below:

- (1) According to Bye-Law 58 of the Bye-Laws, a Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting ("SGM") to be called by the Board for the transaction or any business specified in such requisition.
- (2) The written request must state the objects of the meeting, signed by the Shareholders concerned and may consist of several documents in like form, each signed by one or more of those requisitionists ("Requisitionists").
- (3) The request by the Requisitionists will be verified with the Company's Share Registrars and upon their confirmation that the request by the Requisitionists is proper and in order, the Company Secretary will request the Board to convene an SGM by serving sufficient notice in accordance with the statutory requirements and in compliance with the Listing Rules on the Stock Exchange to all the registered Shareholders. On the contrary, if the request by the Requisitionists has been verified as not in order, the Requisitionists will be advised of this outcome and accordingly, an SGM will not be convened as requested.

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- (4) 倘在提出有關請求後二十一(21)天內董事局未能召開有關會議，則提出請求人士可根據百慕達公司法第74(3)條(經不時修訂)自行召開大會。
- (5) 如股東擬在股東特別大會上提名現任董事以外的人士以推選為董事(「議案」)，彼可就向公司秘書發出書面通知，並將該通知送達本公司的主要營業地點或本公司的股份過戶登記分處。提出請求人士的要求將如上所述進行核實。為了讓本公司將有關議案通知股東，書面通知必須列明獲提名推選為董事人士的全名、包括上市規則第13.51(2)條規定的該名人士的履歷詳情、有關提出請求人士簽署及該名人士亦須表示願意獲推選。
- (6) 給予所有登記股東以考慮有關股東在股東特別大會上提出的議案的通知期因議案的性質而有如下不同，並載述如下：
- 倘議案構成本公司的普通決議案，則為14個完整工作日或10個營業日的書面通知(以較長者為準)；及
 - 倘議案構成本公司的特別決議案，則為21個完整工作日的書面通知。
- (4) If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the Requisitionists themselves may convene the meeting themselves in accordance with Section 74(3) of the Companies Act of Bermuda, as amended from time to time.
- (5) If a Shareholder wishes to propose a person other than an existing Director for election as a Director at an SGM ("Proposals"), he/she can deposit a written notice to that effect at the principal place of business or the office of the Company's branch share registrar, for the attention of the Company Secretary. The request by the Requisitionists will be verified as stated above. In order for the Company to inform Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical details as required by rule 13.51(2) of the Listing Rules, and be signed by the Requisitionists concerned and that person indicating his/her willingness to be elected.
- (6) The notice period to be given to all the registered Shareholders for consideration of a proposal raised by the Shareholders concerned at an SGM varies according to the nature of the proposal as follows:-
- the longer of 14 clear days' and 10 business days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and
 - 21 clear days' notice in writing if the proposal constitutes a special resolution of the Company.

議案會否在股東大會上提呈將由董事局酌情決定，除非股東提出的議案(i)乃按股東召開股東特別大會的要求而提出；或(ii)構成公司章程細則第61(1)條所述將在股東週年大會上審議的一般事項的一部分。

Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a Shareholder is (i) pursuant to a requisition by a Shareholder to convene an SGM or (ii) forms part of ordinary business to be considered at an annual general meeting as described in Bye-law 61(1) of the Bye-Laws.



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(7) 有關向董事局提出的查詢可透過致電本公司的總線(852) 2882 3632聯絡公司秘書、將電郵發送至info@tysan.com、在股東週年大會或股東特別大會上直接提出問題或郵寄至本公司的註冊辦事處或本公司的總部及主要營業地點而提出。

(7) Enquiries may be put to the Board by contacting either the Company Secretary through the Company's general line at (852) 2882 3632, e-mail at info@tysan.com, directly by questions at an annual general meeting or SGM or by post to the registered office of the Company or head office and the principal place of business of the Company.

(N) 投資者關係

本公司章程文件已刊登在本公司網站及聯交所網站。年內，本公司之章程文件並無變動更改。

(N) INVESTOR RELATIONS

The constitutional documents of the Company has been published at the Company's website and the Stock Exchange's website. During the year, there was no change to the Company's constitutional documents.