



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(「企業管治守則」)所載之守則條文。截至二零一五年三月三十一日止財政年度，本公司已完全遵守企業管治守則，惟下文(B)節及(F)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」)，彼等在本公司董事總經理(「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。管理人員已確保向董事局提供充足的說明及資料，以使董事局能夠就呈交其批准的財務及其他資料作出知情評估。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12名董事組成，其中三名為執行董事，即馮潮澤先生、趙展鴻先生及劉健輝先生，五名非執行董事，即王天兵先生、Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生及羅耀發先生，另外為四名獨立非執行董事，即范佐浩先生、謝文彬先生、龍子明先生及李傑之先生。董事局由具有不同背景及/或對本集團業務擁有豐富專業知識之董事組成。非執行董事及獨立非執行董事擁有廣泛的商業及財務經驗。獨立非執行董事佔董事局三分之一的席位，並貫徹作出獨立判斷。憑藉執行董事與非執行董事(包括獨立非執行董事)之均衡組成，董事局具有很強的獨立成分。董事局具備技能、經驗及多元化觀點與角度，為本公司作出有效指導。

The Company is committed to maintaining good corporate governance and has adopted the code provisions set out in the Corporate Governance Code (the "CG Code") 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 2015, the Company has fully complied with the CG Code save as disclosed in sections (B) and (F) 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 of the Company ("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 management has ensured sufficient explanation and information were provided to the Board to enable it to make an informed assessment of financial and other information put before it for approval. 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 12 Directors, with three Executive Directors, being Mr. Fung Chiu Chak, Victor, Mr. Chiu Chin Hung and Mr. Lau Kin Fai; five Non-executive Directors, being Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard; and four Independent Non-executive Directors, being Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee. The Board comprises Directors with diverse backgrounds and/or extensive expertise in the Group's business. The Non-executive Directors and Independent Non-executive Directors have a wide range of business and financial experience. The Independent Non-executive Directors represent one-third of the Board who consistently exercise independent judgment. With a balanced composition of Executive Directors and Non-executive Directors (including Independent Non-executive Directors), there is a strong independent element on the Board. The balance of skills, experience and diversity of perspectives of the Board contribute to the effective direction of the Company.

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根據上市規則第3.10A條，本公司須委任佔董事局至少三分之一席位的獨立非執行董事。五名非執行董事自二零一四年四月一日起獲委任。連同四位執行董事及四位獨立非執行董事，一共有13名董事。因此自二零一四年四月一日起，本公司未能符合上市規則第3.10A條的規定，即委任佔董事局成員人數至少三分之一的獨立非執行董事。根據上市規則第3.11條，本公司應於未能符合有關規定後三個月內委任一名額外獨立非執行董事以符合第3.10A條的有關規定。然而，按本公司日期為二零一四年三月二十一日的公佈所披露，由於郭敏慧小姐已於二零一四年七月一日提呈辭任執行董事，本公司將符合該三分之一人數的規定。自二零一四年七月一日以來，本公司一直遵守上市規則第3.11條。

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。

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

(C) 主席及董事總經理

董事局主席(「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均衡分配。

王天兵先生為主席，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。

Pursuant to Rule 3.10A of the Listing Rules, the Company is required to appoint independent non-executive directors representing at least one-third of the Board. With effect from 1 April 2014, five Non-executive Directors were appointed. Together with four Executive Directors and four Independent Non-executive Directors, there were a total of 13 Directors. Hence, since 1 April 2014, the Company did not meet the requirements under Rule 3.10A of the Listing Rules, where the Company is required to appoint independent non-executive directors representing at least one-third of the Board. Under Rule 3.11 of the Listing Rules, the Company should appoint an additional independent non-executive director to meet such requirement under Rule 3.10A within three months after failing to meet such requirements. However, as disclosed in the announcement of the Company dated 21 March 2014, the Company would be in compliant with the one-third requirement as Miss Jennifer Kwok had tendered her resignation as an Executive Director with effect from 1 July 2014. The Company had been in compliant with Rule 3.11 of the Listing Rules since 1 July 2014.

The Company has received 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.

An updated list of Directors identifying their roles and functions and whether they are Executive Directors, Non-executive Directors or Independent Non-executive Directors has been maintained on www.tysan.com (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 of the Board (the "Chairman") and Managing Director which are performed by different individuals. This ensures a balanced distribution of power and authority.

Mr. Wang Tianbing, the Chairman, 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.



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主席主要負責以下事宜：

- (1) 確保已制定良好的企業管治常規及程序；
- (2) 確保採取適當措施實現與本公司股東(「股東」)的有效溝通；
- (3) 鼓勵所有董事全力投入董事局事務，並以身作則，確保其行事符合本公司的最佳利益；鼓勵持不同意見的董事表達其本身關注的事宜，給予充足時間討論有關事宜，以及確保董事局的決定能公正反映董事局的共識；
- (4) 提倡公開、積極討論的文化，促進董事(特別是非執行董事)作出有效貢獻，並確保執行董事與非執行董事之間維持建設性的關係；及
- (5) 至少每年與非執行董事(包括獨立非執行董事)舉行一次沒有執行董事出席的會議。

馮潮澤先生為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。彼在其他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。

The Chairman takes primary responsibility for the following matters:-

- (1) to ensure good corporate governance practices and procedures are established;
- (2) to ensure that appropriate steps are taken to provide effective communication with shareholder(s) of the Company ("Shareholder(s)");
- (3) to encourage all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company, encourage Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that Board decisions fairly reflect Board consensus;
- (4) to promote a culture of openness and debate by facilitating the effective contribution of Non-executive Directors in particular and ensuring constructive relations between Executive and Non-executive Directors; and
- (5) to hold meetings at least annually with the Non-executive Directors (including independent Non-executive Directors) without the Executive Directors present.

Mr. Fung Chiu Chak, Victor, the Vice Chairman and Managing Director, 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 other Executive Directors and Senior Management.

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董事局及董事委員會成員資料於截至二零一五年三月三十一日止年度至本年報日期期間之變動如下：

- (1) 王天兵先生已獲委任為薪酬委員會成員，自二零一四年七月一日起生效。
- (2) 郭敏慧小姐已辭任執行董事，自二零一四年七月一日起生效。
- (3) 王天兵先生獲委任為國際購物中心協會中國行業領導委員會成員及深圳印力集團副董事長，分別自二零一四年七月十日及二零一五年三月二十七日起生效。
- (4) 龍子明先生獲委任為宇恒供應鏈集團有限公司的獨立非執行董事，自二零一五年六月十七日起生效，彼亦不再擔任美加醫學科技有限公司的獨立非執行董事，自二零一五年六月二十六日起生效。

(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。於截至二零一五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6次會議。根據本公司章程細則(「章程細則」)，董事亦可透過電話會議或其他通訊設備出席會議。

本公司的公司秘書(「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。全體董事在例行董事局會議舉行前會獲發至少十四天通知。有關資料通常於例行董事局會議舉行前三天供全體董事傳閱，讓董事局可作出知情的決定及履行其職責及責任。

Changes in information of members of the Board and Board Committees during the year ended 31 March 2015 and up to the date of this Annual Report as follows:-

- (1) Mr. Wang Tianbing was appointed as a member of the Remuneration Committee with effect from 1 July 2014.
- (2) Miss Jennifer Kwok resigned as an Executive Director with effect from 1 July 2014.
- (3) Mr. Wang Tianbing was appointed as a member of the ICSC Chinese Leadership Board and as a deputy chairman of SCPG Group with effect from 10 July 2014 and 27 March 2015 respectively.
- (4) Mr. Lung Chee Ming, George was appointed as an Independent Non-executive Director of Sky Forever Supply Chain Management Group Limited with effect from 17 June 2015 and ceased to be an Independent Non-executive Director of MEGA MEDICAL TECHNOLOGY LIMITED with effect from 26 June 2015.

(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 2015, the Board held 6 meetings (save for the executive Board meetings held between the Executive Directors during the normal course of business of the Company). Attendance by a Director at a meeting by means of a conference telephone or other communications equipment is allowed under the bye-laws of the Company ("Bye-laws").

The company secretary of the Company (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 regular Board meetings. Relevant information is circulated to all Directors normally three days in advance of the regular Board meetings to enable the Board to make informed decisions and perform their duties and responsibilities.



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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，而有關資訊亦為準確清晰及完備可靠，以協助彼等作出知情決定及履行作為董事的職責。董事局成員可在必要時單獨及獨立接觸高層管理人員。在適當情況下，董事與董事委員會亦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。本公司已為董事局成員及高層管理人員安排適當的保險保障，及本公司每年或在適當時對該保險的保障範圍進行審核。

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成員傳閱，以供彼等發表意見。所有會議記錄由公司秘書或董事委員會秘書（視情況而定）保存，並公開供董事查閱。

根據章程細則及上市規則，任何涉及主要股東或董事利益衝突之重大交易將由董事局於正式召開之董事局會議上審議及處理。利益相關之董事應於審議彼或其任何聯繫人擁有重大權益之交易之會議上，放棄投票且不得計入會議之法定人數。

本公司每月向董事局成員提供管理報告，當中載有本集團業務動向及發展，有助董事局成員作出知情決定及履行其作為董事局成員的職務與責任。

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 in a timely manner, adequate information which are accurate, clear, complete and reliable to assist them to make informed decisions and discharge their duties as Directors. The Board members have separate and independent access to the Senior Management whenever necessary. Upon reasonable request, the Directors and Board committees will also have access to independent professional advice in appropriate circumstances at the Company's expense. The Company has arranged appropriate insurance cover for Board members and Senior Management, and the Company reviews the coverage on an annual basis or as appropriate.

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

According to the Bye-laws and the Listing Rules, any material transaction that involves a conflict of interests for a substantial shareholder(s) or a Director(s) will be considered and dealt with by the Board at a duly convened Board meeting. The interested Director(s) shall abstain from voting and shall not be counted in the quorum at meetings for approving transactions in which such Director(s) or any of his/their associates has/have a material interest.

The Company provides Board members with monthly management reports which contain changes and developments of the Group's business and help Board members make informed decisions and discharge their duties and responsibilities as Board members.

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各董事局成員於回顧年度內召開之董事局會議及股東大會之出席率如下：

The attendance of each Board member for the board meetings and the general meetings held during the year under review is as follows:-

		董事局 會議 出席率 Board Meeting Attendance	股東 週年大會 出席率 Annual General Meeting Attendance
執行董事	Executive Directors		
馮潮澤先生 (副主席兼董事總經理)	Mr. Fung Chiu Chak, Victor (Vice Chairman & Managing Director)	6/6	1/1
趙展鴻先生	Mr. Chiu Chin Hung	6/6	1/1
劉健輝先生	Mr. Lau Kin Fai	6/6	1/1
非執行董事	Non-executive Directors		
王天兵先生	Mr. Wang Tianbing	6/6	1/1
Stuart Morrison Grant先生	Mr. Stuart Morrison Grant	4/6	1/1
楊涵翔先生	Mr. Yang Han Hsiang	4/6	1/1
韋增鵬先生	Mr. Justin Wai	6/6	1/1
羅耀發先生	Mr. Law Yiu Fat Richard	6/6	1/1
獨立非執行董事	Independent Non-executive Directors		
范佐浩先生	Mr. Fan Chor Ho	6/6	1/1
謝文彬先生	Mr. Tse Man Bun	6/6	1/1
龍子明先生	Mr. Lung Chee Ming, George	5/6	1/1
李傑之先生	Mr. Li Kit Chee	6/6	1/1

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(E) 董事的持續專業發展

全體董事局成員獲鼓勵參加有關本集團業務動向及發展以及本集團營運所處法律及監管環境之培訓課程，費用由本公司支付。

於回顧年度，董事局成員有參與持續專業發展，以發展及更新其作為上市公司董事的知識及技能，並已向本公司提供於年內接受培訓(包括出席研討會及座談會以及閱讀有關法律及規管條例的更新及其他參考材料)的記錄。彼等的培訓記錄概要如下：

(E) DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

All Board members are 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.

During the year under review, Board members have participated in continuous professional development to develop and refresh their knowledge and skills as listed company directors, and provided the Company with their records of the training received for the year which comprised attending seminars and talks, and reading legal and regulatory updates and other reference materials. A summary of the records of their training is as follows:-

董事姓名	Name of Directors	閱讀有關規管條例的更新材料 Reading Regulatory Updates	出席與董事職務有關的培訓／簡介會／研討會／會議 Attending trainings/briefings/seminars/conference relevant to Directors' duties
執行董事	<i>Executive Directors</i>		
馮潮澤先生 (副主席兼董事總經理)	Mr. Fung Chiu Chak, Victor (Vice Chairman & Managing Director)	✓	✓
趙展鴻先生	Mr. Chiu Chin Hung	✓	✓
劉健輝先生	Mr. Lau Kin Fai	✓	✓
非執行董事	<i>Non-executive Directors</i>		
王天兵先生	Mr. Wang Tianbing	✓	✓
Stuart Morrison Grant先生	Mr. Stuart Morrison Grant	✓	✓
楊涵翔先生	Mr. Yang Han Hsiang	✓	✓
韋增鵬先生	Mr. Justin Wai	✓	✓
羅耀發先生	Mr. Law Yiu Fat Richard	✓	✓
獨立非執行董事	<i>Independent Non-executive Directors</i>		
范佐浩先生	Mr. Fan Chor Ho	✓	✓
謝文彬先生	Mr. Tse Man Bun	✓	✓
龍子明先生	Mr. Lung Chee Ming, George	✓	✓
李傑之先生	Mr. Li Kit Chee	✓	✓

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(F) 董事之委任、重選及罷免

本公司就董事之委任及罷免訂有正式、經審慎考慮及具透明度之程序。由非執行董事領導，且大部分由獨立非執行董事組成的提名委員會在為董事局物色及提名合適人選作為增補董事或填補董事局空缺的事宜中起著重要作用，彼等亦向股東提供有關提名董事於股東大會重選的推薦建議。根據章程細則，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下一屆股東大會上接受股東選舉。截至二零一五年三月三十一日止財政年度，本公司已遵守企業管治守則，惟以下偏離除外。

根據章程細則規定，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，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長期實行業務計劃之主要因素，董事局相信主席及董事總經理擔當有關職務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，董事局認為主席及董事總經理應毋須輪值退任。

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

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

The Company has a formal, considered and transparent procedure for the appointment and removal of Directors. The Nomination Committee led by a Non-executive Director and comprising a majority of Independent Non-executive Directors, plays an important role to identify and nominate suitable candidates for the Board's consideration as additional Directors or to fill in casual vacancies on the Board and making recommendations to the shareholders for nomination of Directors for re-election at general meetings. According to the Bye-laws, all Directors newly appointed to fill a casual vacancy are subject to election at the next following general meeting following their appointment. During the financial year ended 31 March 2015, the Company has complied with the CG Code save for the following deviations.

According to the 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 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 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 and the Managing Director should not be subject to retirement by rotation.

Non-executive Directors and 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 Non-executive Directors and Independent Non-executive Directors do not have to be appointed for a specific term.



企業管治報告 CORPORATE GOVERNANCE REPORT

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的特質，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的任期較長，彼仍然保持獨立性，並認為范先生於本集團業務的寶貴知識及經驗及本集團以外之經驗，將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(趙展鴻先生、范佐浩先生及龍子明先生)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。

(G) 董事之責任

董事局成員確認彼等編製截至二零一五年三月三十一日止財政年度財務報表之責任。

每位董事須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，並忠誠履行職務、審慎盡責，並以本集團及其股東的最佳利益行事。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。

Mr. Fan Chor Ho has served as an Independent Non-executive Director 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 of 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, Mr. Chiu Chin Hung, Mr. Fan Chor Ho and Mr. Lung Chee Ming, George 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.

(G) RESPONSIBILITIES OF DIRECTORS

The Board members acknowledge their responsibility for preparing the financial statements for the financial year ended 31 March 2015.

Every Director is required to know his responsibilities as a Director and of the conduct, business activities and development of the Group, and should act in good faith, exercise due diligence and act in the best interests of the Group and its shareholders. On appointment, new Directors will receive a comprehensive, formal induction on the Group's business and his responsibilities as a Director.

企業管治報告 CORPORATE GOVERNANCE REPORT

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的標準守則（「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。

董事局將對董事履行其責任對本公司所作出的貢獻及有否投入相應足夠的時間，進行定期檢討。

(H) 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。其職權範圍參考於二零一五年六月十一日生效的企業管治守則予以修訂，並已刊登在本公司網站及聯交所網站。

審核委員會負責審閱及監察本集團之財務報告程序、風險管理及內部監控制度、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。

審核委員會由范佐浩先生（其為獨立非執行董事）身為該會主席所領導，當中包括另外三名成員，即謝文彬先生、龍子明先生及李傑之先生（其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、謝文彬先生及李傑之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。

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.

The Board would review regularly the contribution required from a Director to perform his responsibilities to the Company, and whether he is spending sufficient time performing them.

(H) BOARD COMMITTEES

The Board has established its Audit Committee, Remuneration Committee and Nomination Committee.

Audit Committee

The Audit Committee was first established in 1999. Its terms of reference were revised with reference to the CG Code effective on 11 June 2015 and they have been posted on the Company's website and the Stock Exchange's website.

The Audit Committee is responsible for reviewing and supervising the financial reporting process, risk management 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 led by its Chairman, Mr. Fan Chor Ho who is an Independent Non-executive Director, comprises three other members, namely Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee, who are Independent Non-executive Directors. Each member of the Audit Committee possesses in-depth experience in his own profession. Mr. Fan Chor Ho, Mr. Tse Man Bun and Mr. Li Kit Chee 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.



企業管治報告 CORPORATE GOVERNANCE REPORT

於截至二零一五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
李傑之先生

年內，審核委員已審閱本集團截至二零一四年九月三十日止六個月之中期業績及截至二零一五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／內部審計關聯方交易(如有)，並向董事局就續聘外聘核數師作出建議，及審閱以及批准外聘核數師酬金。年內已建立舉報政策及反賄賂反腐敗合規政策，自二零一四年六月三十日起生效。

薪酬委員會

薪酬委員會於二零零五年成立。其職權範圍參考於二零一二年四月一日生效的企業管治守則予以修訂，並已刊登在本公司網站及聯交所網站。

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。概無董事或其任何緊密聯繫人參與釐定其本身的薪酬。

During the financial year ended 31 March 2015, the Audit Committee held two meetings. The attendance of each committee member is as follows:-

<i>Independent Non-executive Directors</i>	出席率 Attendance
Mr. Fan Chor Ho (Chairman of the Audit Committee)	2/2
Mr. Tse Man Bun	2/2
Mr. Lung Chee Ming, George	1/2
Mr. Li Kit Chee	2/2

During the year, the Audit Committee has reviewed the Group's interim results for the six months ended 30 September 2014, final results for the financial year ended 31 March 2015, 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(s)/internal audit-related party transaction(s), if any, 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. During the year, the whistleblowing policy and anti-bribery and anti-corruption compliance policy were established and they became effective on 30 June 2014.

Remuneration Committee

The Remuneration Committee was established in 2005. Its terms of reference were revised with reference to the CG Code effective on 1 April 2012 and they have been posted on the Company's website and the Stock Exchange's website.

The Remuneration 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. No Directors or any of his close associate is involved in determining his own remuneration.

企業管治報告 CORPORATE GOVERNANCE REPORT

薪酬委員會由謝文彬先生(其為獨立非執行董事)身為該會主席所領導，當中包括另外四名成員，即王天兵先生(其為非執行董事兼主席、馮潮澤先生(其為執行董事亦為副主席兼董事總經理)以及范佐浩先生及李傑之先生(其均為獨立非執行董事)。薪酬委員會之組成符合上市規則對主席及獨立性之規定。

於截至二零一五年三月三十一日止財政年度，薪酬委員會共舉行三次會議，而委員會每名成員之出席率如下：

執行董事

馮潮澤先生

非執行董事

王天兵先生⁽¹⁾

獨立非執行董事

謝文彬先生

范佐浩先生

李傑之先生

附註：(1) 委任自二零一四年七月一日起生效

年內，薪酬委員會已就執行董事、高層管理人員及非執行董事之薪酬及酌情花紅向董事局作出建議，以供董事局考慮。有關薪酬包括一項參考本公司宣派股息計算的獎勵計劃、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(視情況而定))。

The Remuneration Committee led by its Chairman, Mr. Tse Man Bun who is an Independent Non-executive Director, comprises four other members, namely, Mr. Wang Tianbing who is a Non-executive Director and also the Chairman, Mr. Fung Chiu Chak, Victor who is an Executive Director and also Vice Chairman and Managing Director, and Mr. Fan Chor Ho and Mr. Li Kit Chee who are Independent Non-executive Directors. The composition of the Remuneration Committee complies with the requirements of chairmanship and independence of the Listing Rules.

During the financial year ended 31 March 2015, the Remuneration Committee held three meetings and the attendance of each committee member is as follows:-

	出席率 Attendance
<i>Executive Director</i>	
Mr. Fung Chiu Chak, Victor	3/3
<i>Non-executive Director</i>	
Mr. Wang Tianbing ⁽¹⁾	2/2
<i>Independent Non-executive Directors</i>	
Mr. Tse Man Bun	3/3
Mr. Fan Chor Ho	3/3
Mr. Li Kit Chee	3/3

Note: (1) Appointment effective on 1 July 2014

During the year, the Remuneration Committee has made recommendations to the Board on the remuneration packages and discretionary bonuses of the Executive Directors, Senior Management and the Non-executive Directors for the Board's consideration. Such packages include an incentive scheme calculated by reference to dividends declared by the Company, 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, as the case may be.



企業管治報告 CORPORATE GOVERNANCE REPORT

根據企業管治守則條文第B.1.5條，高級管理層各成員於截至二零一五年三月三十一日止年度的年度薪酬介乎範圍如下：

1,500,001 港元至 3,000,000 港元
3,000,001 港元至 4,500,000 港元
4,500,001 港元至 6,000,000 港元

Pursuant to code provision B.1.5 of the CG Code, details of the annual remuneration of the members of the Senior Management by band for the year ended 31 March 2015 is as follows:-

		僱員人數 Number of employees
HK\$1,500,001 to HK\$3,000,000		2
HK\$3,000,001 to HK\$4,500,000		1
HK\$4,500,001 to HK\$6,000,000		1
		<u>4</u>

各董事於截至二零一五年三月三十一日止年度的薪酬詳情載於本公司財務報表附註8。

Details of the remuneration of each Director for the year ended 31 March 2015 are set out in note 8 to the financial statements of the Company.

提名委員會

提名委員會於二零一二年三月二十八日成立。其職權範圍參考於二零一二年四月一日生效的企業管治守則予以採納，並已刊登在本公司網站及聯交所網站。於本年度直至本年報日期，有關委任詳情如下：

- 本公司主席兼提名委員會主席王天兵先生已獲委任為薪酬委員會成員，自二零一四年七月一日起生效。

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，就委聘及續聘董事局成員及董事繼任規劃向董事局作出建議。

Nomination Committee

The Nomination Committee was established on 28 March 2012. Its terms of reference were adopted with reference to the CG Code effective on 1 April 2012 and they have been posted on the Company's website and the Stock Exchange's website. During the year and up to the date of this Annual Report, the appointment was as follows:-

- Mr. Wang Tianbing, Chairman of the Company, and Chairman of the Nomination Committee, was appointed as a member of the Remuneration Committee with effect from 1 July 2014.

The Nomination 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 Board members as well as succession planning for Directors to the Board.

企業管治報告 CORPORATE GOVERNANCE REPORT

提名委員會由王天兵先生(其為非執行董事亦為主席)身為該會主席所領導，當中包括另外四名成員，即范佐浩先生、謝文彬先生、龍子明先生及李傑之先生(其均為獨立非執行董事)。

於截至二零一五年三月三十一日止財政年度，提名委員會舉行了一次會議。各委員會成員出席率如下：

非執行董事

王天兵先生
(提名委員會主席)

獨立非執行董事

范佐浩先生
謝文彬先生
龍子明先生
李傑之先生

年內，提名委員會對全體獨立非執行董事進行一次獨立性檢討，並確認全體獨立非執行董事符合上市規則所載獨立性標準，已審閱有關董事及獨立非執行董事之建議續聘、非執行董事之委任及董事局多元化政策。

為求達致董事局成員具備多元化的觀點與角度，本公司政策是在決定董事局成員委任及繼續該等委任時會考慮多項因素。本集團除不時根據業務模式及具體需要外，會考慮因素包括性別、年齡、文化及教育背景、民族、專業經驗、技能、知識及服務年期。

The Nomination Committee led by its Chairman, Mr. Wang Tianbing who is a Non-executive Director and also the Chairman, comprises four other members, namely, Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, and Mr. Li Kit Chee who are Independent Non-executive Directors.

During the financial year ended 31 March 2015, the Nomination Committee held one meeting. The attendance of each committee member is as follows:

	出席率 Attendance
<i>Non-executive Directors</i>	
Mr. Wang Tianbing (Chairman of the Nomination Committee)	1/1
<i>Independent Non-executive Directors</i>	
Mr. Fan Chor Ho	1/1
Mr. Tse Man Bun	1/1
Mr. Lung Chee Ming	1/1
Mr. Li Kit Chee	1/1

During the year, the Nomination Committee has conducted an annual review of the independence of all Independent Non-executive Directors and confirmed that all the Independent Non-executive Directors satisfied the independence criteria as set out in the Listing Rules, reviewed the proposed re-appointment of Directors and an Independent Non-executive Director, and the appointment of Non-executive Directors, and the Board diversity policy.

In order to achieve a diversity of perspectives among Board members, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. Such factors include gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, and length of service, in addition to factors based on the Group's business models and specific needs from time to time.

企業管治報告 CORPORATE GOVERNANCE REPORT
(I) 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53至54頁之「獨立核數師報告」內。

截至二零一五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	2,563
非核數服務	
稅務服務	118
其他	262
	<u>2,943</u>

(J) 公司秘書

公司秘書支援董事局，確保董事局成員之間有良好的資訊交流，以及董事局政策及程序得以遵循。公司秘書主要負責透過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。公司秘書向主席及／或董事報告，而公司秘書之選擇、委任及解僱由董事局批准。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。截至二零一五年三月三十一日止財政年度，公司秘書黃淑嫻小姐（為本集團僱員）已充分遵守上市規則之有關培訓規定。

(I) EXTERNAL AUDITORS

The responsibilities of the external auditors with respect to the financial statements of the Company are set out in the "Independent Auditors' Report" on pages 53 and 54.

Details of the fees paid/payable to the Company's auditors, Ernst & Young, during the year ended 31 March 2015 are as follows:-

(J) COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and the Board policy and procedures are followed. The Company Secretary is primarily responsible for advising the Board through the Chairman on governance matters and facilitating induction and professional development of Directors. The Board will approve the selection and appointment and dismissal of the Company Secretary who reports to the Chairman and/or the Directors. 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 Company Secretary, Miss Wong Suk Han Kitty who is an employee of the Group, has duly complied with the relevant training requirement under the Listing Rules for the financial year ended 31 March 2015.

企業管治報告 CORPORATE GOVERNANCE REPORT

(K) 風險管理及內部監控

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。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，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，以及培訓課程及有關預算是否充足。根據本集團管理人員進行之評估，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。

內幕消息

就處理及發放內幕消息的程序及內部監控而言，本公司：

- (1) 知悉其根據證券及期貨條例及上市規則以及於作出有關決定後須即刻公佈內幕消息的凌駕性原則的責任；
- (2) 恪守證券及期貨事務監察委員會於二零一二年六月及香港聯交所於二零零八年分別發佈的《內幕消息披露指引》及《有關近期經濟發展情況及上市發行人的披露責任》處理其事務；
- (3) 在「資料保密」中規定，嚴禁未經授權使用任何保密或內幕消息；及
- (4) 已建立並實行程序應對外部對本集團事務的查詢。

(K) RISK MANAGEMENT AND INTERNAL CONTROL

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

Inside Information

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company:

- (1) is aware of its obligations under the Securities and Futures Ordinance and the Listing Rules and the overriding principle that inside information should be announced immediately it is the subject of a decision;
- (2) conducts its affairs with close regard to the "Guidelines on Disclosure of Inside Information" and "Recent Economic Developments and the Disclosure Obligations of Listed Issuers" issued by the Securities and Futures Commission in June 2012 and the Hong Kong Stock Exchange in 2008 respectively;
- (3) has included in the "Confidentiality of Information", a strict prohibition on the unauthorised use of confidential or inside information; and
- (4) has established and implemented procedures for responding to external enquiries about the Group's affairs.



企業管治報告 CORPORATE GOVERNANCE REPORT

(L) 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。

(M) 與股東通訊

本公司與股東溝通維持高透明度。為維持與股東及本公司機構投資者之間的持續對話，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定期對其進行審閱，以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，股東通訊政策載列如下：

- (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。

(L) 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 compliance with the Code and disclosure in the Corporate Governance Report to be issued by the Company.

(M) COMMUNICATION WITH SHAREHOLDERS

The Company maintains a high level of transparency in communicating with Shareholders. In order to maintain an on-going dialogue with Shareholders and institutional investors of the Company, the Company established a Shareholders' Communication Policy on 28 March 2012 and will review it on a regular basis to ensure effective and timely dissemination of information to Shareholders and encourage their participation at general meetings of the Company. The Shareholders' Communication Policy is 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.

企業管治報告 CORPORATE GOVERNANCE REPORT

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|---|--|
| <p>(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、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。</p> | <p>(2) Shareholders may access the Company's information from its annual reports, interim reports, announcements, circulars and notices of meetings. This 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.</p> |
| <p>(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。</p> | <p>(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.</p> |
| <p>(4) 本公司將定期檢討本政策以確保其有效性。</p> | <p>(4) The Company will review this Policy regularly to ensure its effectiveness.</p> |
| <p>(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。</p> | <p>(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.</p> |

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。

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

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。

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 the 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.



企業管治報告 CORPORATE GOVERNANCE REPORT

(N) 股東權利

由於股東可能召開股東特別大會並作出任何議案(如在有關會議上建議選舉現有董事以外的一名人士為董事)，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) 根據本公司之公司章程細則第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。
- (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1981第74(3)條(經不時修訂)自行召開大會。

(N) SHAREHOLDERS' RIGHTS

Since the Shareholders may convene a special general meeting and make any proposals such as propose a person other than an existing Director for election as a Director at such meeting, the detailed 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" which 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 a 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, a SGM will not be convened as requested.
- (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 1981 of Bermuda, as amended from time to time.



企業管治報告 CORPORATE GOVERNANCE REPORT

- (5) 如股東擬在股東特別大會上提出議案(「議案」)，彼可就此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。
- (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。

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。

- (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) If a Shareholder wishes to put forward proposals at a SGM ("Proposals"), he 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.
- (6) The notice period to be given to all the registered Shareholders for consideration of a proposal raised by the Shareholders concerned at a 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.

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 a 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.

(O) 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。

(O) INVESTOR RELATIONS

A copy of 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.