

# Corporate Governance Report

## 企業管治報告

### THE BOARD OF DIRECTORS (continued)

#### Confirmation of Independence

The independence of the Independent Non-executive Directors has been assessed in accordance with the applicable Listing Rules. Each of the Independent Non-executive Directors has made an annual written confirmation of independence pursuant to rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the guidelines for assessing independence set out in rule 3.13 of the Listing Rules and are independent.

#### Corporate Governance Functions

The Board is collectively responsible for performing the corporate governance duties which have been formalised into the terms of reference of the Board, a summary of which are as follows:

- To develop and review the Company's policies and practices on corporate governance and make any changes it considers necessary to ensure their effectiveness;
- To review and monitor the training and continuous professional development of Directors and senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- To review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

During the year, the Board reviewed and approved the Corporate Governance Report contained in the Company's 2015 Annual Report.

### 董事會 (續)

#### 獨立性確認書

獨立非執行董事之獨立性已根據適用之上市規則進行評估。每一位獨立非執行董事均已根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條之獨立性指引，並根據該指引條文屬獨立人士。

#### 企業管治職能

董事會共同負責履行企業管治責任，有關責任已被納入董事會權責範圍書，其概要如下：

- 制定及檢討本公司之企業管治政策及常規，並作出其認為必要之改動，以確保該等政策及常規之有效性；
- 檢討及監察董事及高級管理層之培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於董事及僱員之操守準則及合規手冊（如有）；及
- 檢討本公司遵守守則條文之情況及在企業管治報告所作之披露。

於年內，董事會審閱並通過載於本公司二零一五年年報之企業管治報告。