

# Corporate Governance Report

## 企業管治報告

Success Universe Group Limited (the “Company”, together with its subsidiaries, the “Group”) is committed to maintain high corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders’ value.

### CORPORATE GOVERNANCE

In the opinion of the directors of the Company (“Director(s)”), the Company has complied with all the code provisions set out in Part 2 of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the year ended 31 December 2022.

### BOARD OF DIRECTORS

The board of Directors (the “Board”), led by its chairman (“Chairman”), Mr. Yeung Hoi Sing, Sonny, is responsible for overseeing the management of the business and affairs, considering and approving strategic plans and major corporate matters, as well as reviewing operational and financial performance. It also establishes the Group’s purpose, values and strategy to align with the corporate culture. The Board is committed to make decisions in the best interests of both the Company and its shareholders (“Shareholders”).

實德環球有限公司（「本公司」，連同其附屬公司統稱「本集團」）致力維持高水平之企業管治標準及程序，以確保資料披露之完整性、透明度及質素，藉以提高股東價值。

### 企業管治

本公司董事（「董事」）認為，於截至二零二二年十二月三十一日止年度內，本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四《企業管治守則》（「企業管治守則」）第二部分所載之所有守則條文。

### 董事會

董事會（「董事會」）由其主席（「主席」）楊海成先生領導，負責監督業務及事務管理、考慮和批准策略計劃及重大企業事宜，以及審閱營運及財務表現，亦制定本集團的目的、價值及策略，並確保與企業文化一致。董事會致力作出符合本公司及其股東（「股東」）最佳利益之決定。

## BOARD OF DIRECTORS (CONTINUED)

The Board currently consists of six members, including two executive Directors, namely Mr. Yeung Hoi Sing, Sonny (Chairman) and Mr. Ma Ho Man, Hoffman (Deputy Chairman); a non-executive Director, namely Mr. Choi Kin Pui, Russelle (“NED”); and three independent non-executive Directors, namely Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu (collectively “INEDs” or each of them “INED”). One of the INEDs, Mr. Chin Wing Lok, Ambrose, is a certified public accountant (practising) and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong. He has over 36 years of experience in auditing, accounting and taxation.

All the Directors have entered into service contracts/letters of appointment without specific term of office with the Company. Pursuant to the bye-laws of the Company (the “Bye-laws” or “Existing Bye-laws”), all Directors are subject to retirement and re-election at least once every three years at the annual general meetings of the Company (“AGM(s)”).

## 董事會 (續)

董事會現時由六名成員組成，包括兩名執行董事，即楊海成先生（主席）及馬浩文先生（副主席）；一名非執行董事，即蔡健培先生（「非執行董事」）；以及三名獨立非執行董事，即楊慕嫦女士、錢永樂先生及莊名裕先生（共同或各自均稱「獨立非執行董事」）。其中一名獨立非執行董事錢永樂先生為香港會計師公會之執業會計師及資深會員，亦為英國特許公認會計師公會及香港稅務學會之資深會員。彼於審核、會計及稅務積逾36年經驗。

全體董事已與本公司訂立無指定任期之服務合約／委任書。根據本公司之公司細則（「公司細則」或「現行公司細則」），所有董事須最少每三年於本公司之股東週年大會（「股東週年大會」）上退任及接受重選一次。

## BOARD OF DIRECTORS (CONTINUED)

All Directors, including the NED and all INEDs, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Composing of Directors with different business and professional background and a female Board member, the Board is considered to have an appropriate size and balanced structure and composition with diverse mix of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the Group's business. The Directors' biographical details, including relationships among them and their respective roles on the Board and its committees, are set out in the paragraph headed "Directors" under the section headed "Biographical Details of Directors and Senior Management" on pages 122 to 126 of this annual report.

The roles of the Chairman and the Deputy Chairman who performs the function of chief executive are segregated and assumed by separate individuals to strike a balance of power and authority so that power and job responsibilities are not concentrated in any one individual of the Board. The Chairman, Mr. Yeung Hoi Sing, Sonny, is responsible for overseeing the function of the Board and formulating overall strategies and policies of the Company, while the Deputy Chairman, Mr. Ma Ho Man, Hoffman, is responsible for implementing the Company's strategies regarding the business development of the Group as well as managing the Group's business and operations. The functions and responsibilities between the Chairman and the Deputy Chairman are clearly segregated.

## 董事會 (續)

所有董事 (包括非執行董事及全體獨立非執行董事) 為董事會帶來各種寶貴之營商經驗、知識及專業，使其有效率及有效地運作。由於董事會囊括來自不同商業及專業背景的董事及一名女性董事會成員，故董事會被視為根據本集團業務而具備適當所需的人數以及均衡的架構及組成，擁有多元技巧、經驗、專業知識及多樣的觀點與角度。董事之履歷詳情 (包括彼等之間的關係以及彼等各自在董事會及其轄下委員會的角色) 載於本年報第122至第126頁之「董事及高級管理人員簡介」一節中之「董事」一段。

主席及履行行政總裁職能之副主席之角色已區分，並由不同人士擔任，以達致權力及職權平衡，確保權力及職責不會集中在董事會任何一名成員身上。主席楊海成先生負責監督董事會運作及制訂本公司整體策略及政策，而副主席馬浩文先生則負責執行就本集團之業務發展所制訂之本公司策略，以及管理本集團之業務及營運事宜。主席及副主席之功能及責任有明確區分。

## BOARD OF DIRECTORS (CONTINUED)

The Company has established mechanisms (the “Mechanisms”) to ensure that independent views and inputs are made available to the Board. The Mechanisms are categorised into four aspects, namely composition of the Board and its committees, independence assessment, remuneration as well as Board decision making. Taking into account of the four aspects with details set out below, the Mechanisms are considered to be effective to ensure a strong independence element in the Board:

- **Composition of the Board and its committees**

The Board consists of three INEDs, representing one-half of the Board. Besides, all INEDs are members of the audit committee (the “Audit Committee”), the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) of the Board, and represent the majority of the members of these committees. The INEDs will also be appointed as far as practicable to other Board committees established from time to time to ensure independent views are available.

- **Independence assessment**

The Nomination Committee strictly adheres to the policy for nomination of Directors (the “Nomination Policy”) and the independence assessment criteria as set out in the Listing Rules with regard to the nomination, appointment and re-election of INEDs.

Each INED shall keep the Board promptly and fully informed of any of his/her business or other activities which would or is likely to cause him/her to be in conflict with the interest of the Company and any matter which may affect his/her independence for the purposes of the Listing Rules.

## 董事會 (續)

本公司已制定機制(「該等機制」)，以確保董事會可獲得獨立的觀點和意見。該等機制分為四個範疇，即董事會及其轄下委員會之組成、獨立性評估、薪酬及董事會決策。經考慮下文詳載之四個範疇後，該等機制被視為有效確保董事會具備強大獨立性元素：

- **董事會及其轄下委員會之組成**

董事會成員包括三名獨立非執行董事，佔董事會一半人數。此外，全體獨立非執行董事均為董事會轄下審核委員會(「審核委員會」、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)之成員，並佔該等委員會成員之大多數。在實際可行情況下，獨立非執行董事亦將獲委任加入不時成立之董事委員會，以確保可獲得獨立的觀點。

- **獨立性評估**

提名委員會緊遵董事提名政策(「提名政策」)以及上市規則所載有關提名、委任及重選獨立非執行董事之獨立評估準則。

各獨立非執行董事應適時及充份地通知董事會其任何業務或其他會或可能導致其與本公司存在利益衝突之活動及任何就上市規則而言可能影響其獨立性之事宜。

## BOARD OF DIRECTORS (CONTINUED)

- **Independence assessment (continued)**  
The Nomination Committee assesses the independence of INEDs and reviews the annual confirmation of independence provided by each INED annually to ensure that the INEDs can continually exercise independent judgement.
- **Remuneration**  
No equity-based remuneration, including but not limited to share options or grants, with performance-related elements will be granted to INEDs in order to avoid bias in their decision-making and compromise their objectivity and independence.
- **Board decision making**  
INEDs (as well as other Directors) are provided with updates from management and are entitled to seek further information from the management on the matters to be discussed at the Board meetings and any meetings of the Board committee(s) on which they serve. They can also seek assistance from the company secretary of the Company (the "Company Secretary") and, where necessary, independent advice from external professional advisers at the Company's expense.

Annual meeting is held between the Chairman and all INEDs without the presence of other Directors so as to provide effective platform for the Chairman to listen independent views on various issues concerning the Group.

The Board will review the implementation and effectiveness of the Mechanisms and consider any revisions thereof that may be required on an annual basis.

## 董事會 (續)

- **獨立性評估 (續)**  
提名委員會每年評核獨立非執行董事之獨立性，並審閱各獨立非執行董事提供之年度獨立性確認書，以確保獨立非執行董事可持續行使獨立判斷。
- **薪酬**  
本公司不會向獨立非執行董事授出帶有績效表現相關元素之股本權益酬金 (包括但不限於購股權或贈授股份)，以避免彼等之決策偏頗，並損害彼等之客觀性及獨立性。
- **董事會決策**  
獨立非執行董事 (及其他董事) 獲管理層提供更新資料，並有權就將於董事會會議及彼等任職之任何董事委員會會議上討論之事宜向管理層索取進一步資料。彼等亦可尋求本公司之公司秘書 (「公司秘書」) 之協助及在需要時向外部專業顧問尋求獨立意見，費用由本公司承擔。

主席與全體獨立非執行董事之間每年會舉行一次沒有其他董事出席之會議，為主席提供有效平台聽取各項涉及本集團議題之獨立觀點。

董事會將每年檢討該等機制的實施及有效性，並考慮其可能所須之任何修訂。

## BOARD OF DIRECTORS (CONTINUED)

The Board meets regularly throughout the year as and when required. Notices of at least 14 days are given to all Directors for all regular Board meetings. The Company Secretary assists the Chairman in preparing the agendas for the meetings and all Directors are consulted whether to include any matters in the agendas. Agenda and accompanying board papers are given to all Directors in a timely manner and at least 3 days before the appointed date of each meeting.

During the year under review, four regular Board meetings and three non-regular Board meetings were held. Details of attendance of the Directors at the said Board meetings are set out below:

## 董事會 (續)

董事會於年度內定期並於有需要時舉行會議。本公司就所有董事會常規會議向全體董事發出至少十四日通知。公司秘書協助主席準備會議議程，並諮詢全體董事會否將任何事項納入議程內。議程及隨附之董事會會議文件會適時並於每次會議指定舉行日期前至少三日送呈全體董事。

於回顧年度內曾舉行四次董事會常規會議及三次董事會非常規會議。董事出席上述董事會會議之記錄詳情載列如下：

Directors	董事	Number of Board meetings attended/held 出席董事會會議次數/ 舉行董事會會議次數
<b>Executive Directors</b>		
Mr. Yeung Hoi Sing, Sonny ( <i>Chairman</i> )	楊海成先生 ( <i>主席</i> )	5/7
Mr. Ma Ho Man, Hoffman ( <i>Deputy Chairman</i> )	馬浩文先生 ( <i>副主席</i> )	7/7
<b>Non-executive Director</b>		
Mr. Choi Kin Pui, Russelle	蔡健培先生	5/7
<b>Independent non-executive Directors</b>		
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	7/7
Mr. Chin Wing Lok, Ambrose	錢永樂先生	7/7
Mr. Chong Ming Yu	莊名裕先生	7/7

## Corporate Governance Report (Continued)

### 企業管治報告 (續)

#### BOARD OF DIRECTORS (CONTINUED)

During the year under review, one general meeting of the Company, namely the AGM, was held on 10 June 2022 ("2022 AGM"). Details of attendance of the Directors at the 2022 AGM are set out below:

#### 董事會 (續)

於回顧年度內本公司曾舉行一次股東大會，即於二零二二年六月十日舉行之股東週年大會（「二零二二年股東週年大會」）。董事出席二零二二年股東週年大會之記錄詳情載列如下：

Directors	董事	2022 AGM attendance 二零二二年 股東週年大會之出席記錄
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Yeung Hoi Sing, Sonny ( <i>Chairman</i> )	楊海成先生 ( <i>主席</i> )	1/1
Mr. Ma Ho Man, Hoffman ( <i>Deputy Chairman</i> )	馬浩文先生 ( <i>副主席</i> )	1/1
<b>Non-executive Director</b>	<b>非執行董事</b>	
Mr. Choi Kin Pui, Russelle	蔡健培先生	1/1
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>	
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	1/1
Mr. Chin Wing Lok, Ambrose	錢永樂先生	1/1
Mr. Chong Ming Yu	莊名裕先生	1/1

The Board has agreed on a procedure to enable the Directors to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them in performing their duties. All Directors are provided with monthly updates giving a balanced and understandable assessment of the Group's performance, financial position and prospects to keep the Directors abreast of the Group's affairs in order to discharge their duties. All Directors are also updated from time to time on major changes/material developments in the laws, rules and regulations applicable to the Company.

董事會已協定一套讓董事於適當情況下尋求獨立專業意見之程序，費用由本公司支付，以協助彼等履行其職責。全體董事均獲提供每月更新資料，當中載有關於本集團表現、財務狀況及前景之持平清晰評估，讓董事緊貼本集團事務，以便履行其職責。全體董事亦不時獲提供適用於本公司之法例、規則及規例之主要變動／重大發展之更新資料。

## BOARD OF DIRECTORS (CONTINUED)

During the year, the Board has reviewed and considered that the contribution required from each of the Directors to perform his/her responsibilities to the Company was appropriate and each of the Directors has given sufficient time to perform his/her responsibilities. The Directors inform the Company in a timely manner of any change in the number and nature of offices held in public companies or organisations and other significant commitments. Each of the Directors discloses semi-annually to the Company the identity and nature of office he/she holds in the public companies or organisations as well as an indication of the time involved.

Every newly appointed Director will be given a comprehensive formal induction covering the Group's business as well as the statutory and regulatory obligations of a director of a listed company. To assist the Directors to participate in continuous professional development, the Company arranges and funds suitable training to the Directors to update and enhance their knowledge and skills for performing the Directors' roles and responsibilities. During the year under review, all Directors, namely Mr. Yeung Hoi Sing, Sonny, Mr. Ma Ho Man, Hoffman, Mr. Choi Kin Pui, Russelle, Ms. Yeung Mo Sheung, Ann, Mr. Chin Wing Lok, Ambrose and Mr. Chong Ming Yu, were furnished with materials regarding, inter alia, directors' duties, corporate governance, business transaction management, anti-corruption as well as applicable laws, rules and regulations updates, attended an in-house seminar regarding board responsibilities on environmental, social and governance ("ESG") organised by the Company, and also viewed the e-training courses and reading materials provided by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and ICAC. The Directors are also encouraged to attend training relevant to their duties and responsibilities that they consider appropriate. All Directors are requested to provide their respective records of training to the Company.

## 董事會 (續)

於年內，董事會已審閱並認為各董事已為要求其履行對本公司之責任作出適當貢獻，且各董事已付出足夠時間履行其責任。董事適時通知本公司彼等於公眾公司或組織所擔任職位之數目及性質以及其他重大承擔之任何變更。各董事每半年向本公司披露其於公眾公司或組織所擔任之職銜、職位之性質以及所涉及之時間。

每名新委任董事將會獲得全面而正式之就任須知，內容涵蓋本集團之業務以及上市公司董事之法定及監管責任。為協助董事參與持續專業發展，本公司為董事安排合適之培訓並提供有關經費，以更新並提升彼等履行董事角色及責任之知識及技能。於回顧年度內，全體董事（即楊海成先生、馬浩文先生、蔡健培先生、楊慕嫦女士、錢永樂先生及莊名裕先生）均已獲提供有關（其中包括）董事職務、企業管治、業務交易管理、反貪污，以及適用法例、規則及規例更新之資料，已出席本公司所籌辦關於董事會對環境、社會及管治（「環境、社會及管治」）之責任之內部講座，並觀看由香港聯合交易所有限公司（「聯交所」）及廉政公署提供之網上培訓課程及讀物。本公司亦鼓勵董事出席其認為適當且與其職責及責任相關之培訓。本公司要求全體董事向本公司提供彼等各自之培訓記錄。



## DELEGATION BY THE BOARD

The Board has established four Board committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the executive committee (the “Executive Committee”) to oversee particular aspects of the Company’s affairs and to assist in sharing the Board’s responsibilities. The Board has reserved for its decision or consideration on matters covering corporate strategy, annual and interim results, changes of members of the Board and its committees, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. All the Board committees have clear written terms of reference and have to report to the Board regularly on their decisions and recommendations. The day-to-day running of the Group, including implementation of the strategies and plans adopted by the Board and its committees, is delegated to management with divisional heads responsible for different aspects of the business/affairs.

## AUDIT COMMITTEE

The Audit Committee was established by the Board with specific written terms of reference. The terms of reference for the Audit Committee is available on the Company’s website and the website of the Stock Exchange. The Audit Committee currently consists of the NED and all INEDs and is chaired by Mr. Chin Wing Lok, Ambrose who possesses appropriate professional accounting qualification as required under the Listing Rules.

## 董事會權力之轉授

董事會已成立四個董事委員會，即審核委員會、薪酬委員會、提名委員會及執行委員會（「執行委員會」），以監督本公司特定範疇之事務及協助分擔董事會之職責。董事會已保留有關決定或審議企業策略、年度及中期業績、董事會及其委員會之成員變動、主要收購、出售及資本交易、以及其他重要營運及財務事宜方面之權力。所有董事委員會均有清晰之書面職權範圍，並須定期向董事會匯報其決定及建議。本集團之日常管理事務，包括董事會及其委員會所採納策略及計劃之執行，均授權予管理人員處理，並由各部門主管負責不同業務／事務範疇。

## 審核委員會

董事會已成立具備特定書面職權範圍之審核委員會。審核委員會之職權範圍可於本公司網站及聯交所網站查閱。審核委員會現時由非執行董事及全體獨立非執行董事組成，並由錢永樂先生出任主席。錢先生具備上市規則所要求之適當專業會計資格。

## AUDIT COMMITTEE (CONTINUED)

The Board has delegated to the Audit Committee the responsibility to perform the corporate governance duties set out in the CG Code. During the year under review, the primary duties of the Audit Committee included, inter alia, monitoring integrity of the financial statements of the Company and ensuring objectivity and credibility of financial reporting, reviewing effectiveness of the risk management and internal control systems of the Group (the “Risk Management and Internal Control Systems”), overseeing the relationship with the external auditors of the Company (“External Auditors”) as well as ensuring maintenance of good corporate governance standard and procedures by the Company.

During the year under review, three Audit Committee meetings were held and details of attendance of the Audit Committee members at the said Audit Committee meetings are set out below:

## 審核委員會 (續)

董事會已授權審核委員會負責履行企業管治守則所載之企業管治職責。於回顧年度內，審核委員會之主要職責為（其中包括）監察本公司財務報表之完整性及確保財務報告客觀可信、檢討本集團風險管理及內部監控系統（「風險管理及內部監控系統」）之成效、監督與本公司外聘核數師（「外聘核數師」）之關係，以及確保本公司維持良好之企業管治標準及程序。

於回顧年度內曾舉行三次審核委員會會議，而審核委員會成員出席上述審核委員會會議之記錄詳情載列如下：

Audit Committee members	審核委員會成員	Number of Audit Committee meetings attended/held 出席審核委員會會議次數/ 舉行審核委員會會議次數
Mr. Chin Wing Lok, Ambrose (Chairman of the Audit Committee)	錢永樂先生 (審核委員會主席)	3/3
Mr. Choi Kin Pui, Russelle	蔡健培先生	2/3
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	3/3
Mr. Chong Ming Yu	莊名裕先生	3/3

## AUDIT COMMITTEE (CONTINUED)

The major work performed by the Audit Committee during the year included the following:

- Reviewed the draft annual report and accounts as well as the draft annual results announcement for the year ended 31 December 2021, and the draft interim report and accounts as well as the draft interim results announcement for the six months ended 30 June 2022;
- Considered a detailed whistleblowing policy setting out the details for the employees of the Group (“Employees”) and third parties who deal with the Group to raise concerns, in confidence and anonymity, about any suspected or actual misconduct, malpractice or irregularities in any matters related to the Group (the “Whistleblowing Policy”);
- Considered the re-appointment of the External Auditors;
- Considered the terms of engagement of the External Auditors, including their proposed fees;
- Discussed with the External Auditors the nature and scope of the audit and reporting obligations;
- Considered the engagement of an external independent consultant to provide internal audit function for the year ended 31 December 2022, which comprises, inter alia, enterprise risk assessment, review on the internal control system of the Group as well as review on the corporate governance practices of the Company;

## 審核委員會 (續)

審核委員會於年內履行之主要工作包括以下各項：

- 審閱截至二零二一年十二月三十一日止年度之年報及賬目草擬稿以及年度業績公告草擬稿，並審閱截至二零二二年六月三十日止六個月之中期報告及賬目草擬稿以及中期業績公告草擬稿；
- 考慮一項詳盡的舉報政策，當中載列讓本集團僱員（「僱員」）及與本集團有往來之第三方可暗中及以不具名方式，就任何與本集團相關事宜之任何疑似或實際失當行為、不良行為或不合規行為提出關注之細節（「舉報政策」）；
- 考慮重新委任外聘核數師；
- 審議外聘核數師之委聘條款，包括其收費建議；
- 與外聘核數師討論核數性質及範疇以及申報責任；
- 考慮委聘外聘獨立顧問以提供截至二零二二年十二月三十一日止年度之內部審核功能（其中包括）企業風險評估、審閱本集團之內部監控系統以及審閱本公司之企業管治常規；

## AUDIT COMMITTEE (CONTINUED)

- Reviewed the effectiveness of the Risk Management and Internal Control Systems, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions as well as those relating to the ESG performance and reporting (the "ESG Performance and Reporting");
- Reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report contained in the annual report;
- Reviewed the arrangements for the Employees to raise concerns, in confidence, about possible improprieties in any matters related to the Group;
- Reviewed the Company's policies and practices on corporate governance;
- Reviewed the training and continuous professional development of all Directors and the senior management of the Company ("Senior Management");
- Reviewed the Company's policies and practices on compliance with legal and regulatory requirements; and
- Reviewed the codes of conduct, policies, guidelines and compliance manuals applicable to the Directors and the Employees.

## 審核委員會 (續)

- 檢討風險管理及內部監控系統之成效，包括本公司在會計、內部審核及財務匯報職能方面以及有關環境、社會及管治表現及匯報（「環境、社會及管治表現及匯報」）之資源、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又是否充足；
- 檢討本公司遵守企業管治守則之情況及審閱年報所載企業管治報告內之披露；
- 檢討為僱員所作之安排，以暗中就任何與本集團相關事宜可能出現之不當行為提出關注；
- 檢討本公司之企業管治政策及常規；
- 檢討全體董事及本公司高級管理人員（「高級管理人員」）之培訓及持續專業發展；
- 檢討本公司在遵守法律及監管規定方面之政策及常規；及
- 檢討適用於董事及僱員之行為守則、政策、指引及合規手冊。

## REMUNERATION COMMITTEE

The Remuneration Committee was established by the Board with specific written terms of reference. The terms of reference for the Remuneration Committee is available on the Company's website and the website of the Stock Exchange. The Remuneration Committee currently consists of the Chairman of the Board, the NED and all INEDs with Ms. Yeung Mo Sheung, Ann acts as the chairman of the Remuneration Committee.

The major responsibilities of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for remuneration of all Directors and Senior Management and on the establishment of a formal and transparent procedure for developing remuneration policy, to determine the remuneration packages of individual executive Directors and Senior Management and also to make recommendations to the Board of the remuneration of the NED and all INEDs.

The Company has adopted a remuneration policy for Directors and Senior Management (the "Remuneration Policy") setting out the procedures for determining or review of remuneration packages of/compensation for the Directors and Senior Management. In determining the remuneration packages of executive Directors and Senior Management, and arriving its recommendations of the remuneration proposals of the NED and all INEDs, the Remuneration Committee takes into consideration on various factors, such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the Senior Management. During the determination and review process, no Director or any of his/her associates is involved in deciding his/her own remuneration.

## 薪酬委員會

董事會已成立具備特定書面職權範圍之薪酬委員會。薪酬委員會之職權範圍可於本公司網站及聯交所網站查閱。薪酬委員會現時由董事會主席、非執行董事及全體獨立非執行董事組成，並由楊慕嫦女士出任薪酬委員會主席。

薪酬委員會之主要職責為就本公司全體董事及高級管理人員之薪酬政策及架構以及就制訂薪酬政策設立正規及具透明度之程序向董事會作出推薦建議，釐定各執行董事及高級管理人員之薪酬待遇，以及就非執行董事和全體獨立非執行董事之薪酬向董事會作出推薦建議。

本公司已採納董事及高級管理人員之薪酬政策（「薪酬政策」），當中載列釐定或檢討董事及高級管理人員薪酬待遇／補償之程序。於釐定執行董事及高級管理人員之薪酬待遇以及作出其有關非執行董事及全體獨立非執行董事之薪酬建議時，薪酬委員會考慮之因素包括可資比較公司所付之薪金水平以及董事及高級管理人員所付出之時間及其職責等。於釐定及檢討之過程中，並無董事或其任何聯繫人參與釐定其本身之薪酬。

## REMUNERATION COMMITTEE (CONTINUED)

## 薪酬委員會 (續)

During the year under review, one Remuneration Committee meeting was held and details of attendance of the Remuneration Committee members at the said Remuneration Committee meeting are set out below:

於回顧年度內曾舉行一次薪酬委員會會議，而薪酬委員會成員出席上述薪酬委員會會議之記錄詳情載列如下：

Remuneration Committee members	薪酬委員會成員	Number of Remuneration Committee meeting attended/held 出席薪酬委員會會議次數／ 舉行薪酬委員會會議次數
Ms. Yeung Mo Sheung, Ann (Chairman of the Remuneration Committee)	楊慕嫦女士 (薪酬委員會主席)	1/1
Mr. Yeung Hoi Sing, Sonny	楊海成先生	1/1
Mr. Choi Kin Pui, Russelle	蔡健培先生	1/1
Mr. Chin Wing Lok, Ambrose	錢永樂先生	1/1
Mr. Chong Ming Yu	莊名裕先生	1/1

The major work performed by the Remuneration Committee during the year included the following:

薪酬委員會於年內履行之主要工作包括以下各項：

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>• Reviewed the Remuneration Policy and the Company's remuneration structure for all Directors and Senior Management;</li> <li>• Reviewed and determined the remuneration packages of all executive Directors and Senior Management;</li> <li>• Reviewed the remuneration packages of the NED and all INEDs; and</li> <li>• Reviewed the terms of the service contracts of all executive Directors.</li> </ul> | <ul style="list-style-type: none"> <li>• 檢討薪酬政策及本公司全體董事及高級管理人員之薪酬架構；</li> <li>• 檢討並釐定全體執行董事及高級管理人員之薪酬待遇；</li> <li>• 檢討非執行董事及全體獨立非執行董事之薪酬待遇；及</li> <li>• 檢討全體執行董事之服務合約條款。</li> </ul> |
|--|---|

## NOMINATION COMMITTEE

The Nomination Committee was established by the Board with specific written terms of reference. The terms of reference for the Nomination Committee is available on the Company's website and the website of the Stock Exchange. The Nomination Committee currently consists of the Chairman of the Board, the NED and all INEDs with Mr. Yeung Hoi Sing, Sonny acts as the chairman of the Nomination Committee.

The major responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on selection for directorships, to assess the independence of INEDs, to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, as well as to review the Board diversity policy of the Company (the "Board Diversity Policy") and the Nomination Policy.

The Board has adopted the Board Diversity Policy which sets out the approach to achieve diversity on the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance, and will select candidates for the Board basing on a range of diversity perspectives, including but not limited to gender, age, educational background, professional experience, skills, knowledge and independence (the "Measurable Objectives"). The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee reviews the Measurable Objectives set for implementing the Board Diversity Policy by considering the Company's business model and specific needs from time to time and recommends any revisions thereof, if necessary, to the Board for consideration and approval.

## 提名委員會

董事會已成立具備特定書面職權範圍之提名委員會。提名委員會之職權範圍可於本公司網站及聯交所網站查閱。提名委員會現時由董事會主席、非執行董事及全體獨立非執行董事組成，並由楊海成先生出任提名委員會主席。

提名委員會之主要職責為檢討董事會之架構、人數及組成 (包括技能、知識、經驗及多元化觀點)，物色具備合適資格可擔任董事會成員之人士，並甄選有關人士競選董事或就此向董事會作出推薦建議，評核獨立非執行董事之獨立性，就委任或重新委任董事及就董事之繼任計劃向董事會作出推薦建議，以及檢討本公司之董事會成員多元化政策 (「董事會成員多元化政策」) 及提名政策。

董事會已採納董事會成員多元化政策，當中載列達致董事會成員多元化之方針。本公司確信並肯定多元化之董事會有利於提升其表現質素，並將從多元化觀點 (包括但不限於性別、年齡、教育背景、專業經驗、技能、知識及獨立性) (「可計量目標」) 甄別人選予董事會。最終決定將按所甄別人選之長處及將為董事會作出之貢獻而作出。提名委員會考慮本公司業務模式及不時的特定需要，檢討為執行董事會成員多元化政策而制定之可計量目標，並在需要時就任何可計量目標之修訂向董事會作出推薦建議，供其審批。

**NOMINATION COMMITTEE (CONTINUED) 提名委員會 (續)**

A summary of the diversity of the Board as at 31 December 2022 is set out in the table below:

於二零二二年十二月三十一日，董事會多元化之概要載於下表：

		<b>Number of Director(s)</b> <b>董事數目</b>
<b>Composition</b> 組成	Executive Directors 執行董事	2
	NED 非執行董事	1
	INEDs 獨立非執行董事	3
<b>Gender</b> 性別	Male 男性	5
	Female 女性	1
<b>Age Group</b> 年齡組別	46-55	2
	56-65	2
	≥ 66	2
<b>Skills/Knowledge/ Experience</b> 技能／知識／經驗	Related industries knowledge/experience 相關行業知識／經驗	2
	Business management 商業管理	4
	Strategic planning and risk management 策略規劃及風險管理	4
	Other listed board roles 其他上市董事會角色	3
<b>Professional</b> 專業界別	Accounting 會計	1
	Legal 法律	2



## NOMINATION COMMITTEE (CONTINUED)

The Board has achieved gender diversity by having both male and female members and the current female representation in the Board level is approximately 16.7%. To enhance gender diversity in the Board level, the Board has set a target for achieving its female representation to around 30% by appointing one female member before end of 2024. In order to achieve the target, the Nomination Committee will solicit recommendations for female candidates and propose a suitable candidate in accordance with the criteria and processes as set out in the Nomination Policy.

For the year ended 31 December 2022, the gender diversity of the Senior Management is at 1:1 male to female ratio and the gender diversity of the total workforce of the Group is at 1:1.86 male to female ratio. Details of the relevant data of the Group's workforce are set out in the performance table for social performance contained in the section headed "Environmental, Social and Governance Report" on page 92 of this annual report. The Group maintains a balanced gender ratio in Senior Management and a reasonable gender ratio in its total workforce. The Group emphasises equal opportunities for all staff and candidates during recruitment, internal transfer and promotion. It prohibits any form of discrimination, such as gender, age and race, and promotes and recruits staff based on various factors, including ability, expertise, skills and integrity.

## 提名委員會 (續)

董事會內有男性及女性成員，而女性代表現時佔董事會約為16.7%，可見董事會已達致性別多元化。為於董事會層面提升性別多元化，董事會已定下目標，藉於二零二四年底前委任一名女性成員，使其女性代表達至約30%。為達此目標，提名委員會將徵求女性候選人，並按照提名政策所載之準則及過程提議合適候選人。

截至二零二二年十二月三十一日止年度，高級管理人員之性別多元化為1:1男女比率，而本集團員工總數之性別多元化為1:1.86男女比率。本集團員工總數相關數據之詳情載於本年報第92頁「環境、社會及管治報告」一節所載社會表現之績效表中。本集團高級管理人員之性別比率均衡，而員工總數之性別比例合理。本集團強調全體員工及候選人在招聘、內部調動及晉升方面均享有平等機會，禁止任何形式之歧視（如性別、年齡及種族），並基於能力、專業知識、技能及品格等多個因素擢升及招聘員工。

## NOMINATION COMMITTEE (CONTINUED)

The Board has adopted the Nomination Policy which sets out the process of identification, selection and evaluation of a candidate for election to the Board. Where a vacancy on the Board exists or an additional Director is considered necessary, the Nomination Committee will solicit recommendations for candidates from any source it deems appropriate, including referrals from members of the Board and management of the Company or recommendations from personnel agents. The Nomination Committee will evaluate the candidate by considering, inter alia, (i) the candidate's qualifications and contribution from the candidate's background, experience, specific qualities, knowledge or skills; (ii) the candidate on merit and against the Measurable Objectives, with due regard for the benefits of diversity on the Board; and (iii) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules, and it will also take into account of the existing structure, size and composition of the Board (collectively the "Criteria"). The Nomination Committee will make recommendation to the Board to appoint the appropriate candidate as a Director.

The Nomination Committee evaluates retiring Directors who wish to continue their services on the Board based on the Criteria and makes recommendation to the Board for proposing re-election of the relevant Directors at the forthcoming annual general meeting of the Company.

To ensure the effectiveness of the Board Diversity Policy and the Nomination Policy, the Nomination Committee will review the said policies annually and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

## 提名委員會 (續)

董事會已採納提名政策，當中載列物色、甄選及評估董事會候選人的過程。當董事會出現空缺或有需要新增董事時，提名委員會將從其認為合適的任何來源尋求候選人之推薦建議，包括由董事會成員及本公司管理層引薦或由人事代理推薦。提名委員會評估候選人時將考慮（其中包括）以下各項：(i)候選人的資格及候選人之背景、經驗、特質、知識或技能可作出的貢獻；(ii)基於可計量目標評估候選人的長處，並充份考慮對董事會多元化帶來的裨益；及(iii)董事會須按上市規則設有獨立非執行董事之要求，以及參照上市規則所載之獨立指引候選人是否被視為獨立人士，且會考慮董事會之現有架構、人數及組成（統稱為「該等準則」）。提名委員會將就委任合適候選人為董事向董事會作出推薦建議。

提名委員會按該等準則評估有意繼續於董事會服務之退任董事，並就將於本公司應屆股東週年大會建議重選之有關董事向董事會作出推薦建議。

為確保董事會成員多元化政策及提名政策有效，提名委員會將每年檢討上述政策及討論可能需要作出之任何修訂，並就任何有關修訂向董事會作出推薦建議以供審批。

## NOMINATION COMMITTEE (CONTINUED)

During the year under review, two Nomination Committee meetings were held and details of attendance of the Nomination Committee members at the said Nomination Committee meetings are set out below:

## 提名委員會 (續)

於回顧年度內曾舉行兩次提名委員會會議，而提名委員會成員出席上述提名委員會會議之記錄詳情載列如下：

Nomination Committee members	提名委員會成員	Number of Nomination Committee meetings attended/held 出席提名委員會會議次數/ 舉行提名委員會會議次數
Mr. Yeung Hoi Sing, Sonny (Chairman of the Nomination Committee)	楊海成先生 (提名委員會主席)	2/2
Mr. Choi Kin Pui, Russelle	蔡健培先生	1/2
Ms. Yeung Mo Sheung, Ann	楊慕嫦女士	2/2
Mr. Chin Wing Lok, Ambrose	錢永樂先生	2/2
Mr. Chong Ming Yu	莊名裕先生	2/2

The major work performed by the Nomination Committee during the year included the following:

提名委員會於年內履行之主要工作包括以下各項：

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>• Assessed the independence of all INEDs;</li> <li>• Considered the nomination of the retiring Directors for re-election as Directors at the annual general meeting held in 2022;</li> <li>• Reviewed the structure, size and composition of the Board;</li> <li>• Reviewed the Board Diversity Policy and its implementation and effectiveness; and</li> <li>• Reviewed the Nomination Policy.</li> </ul> | <ul style="list-style-type: none"> <li>• 評核全體獨立非執行董事之獨立性；</li> <li>• 考慮於二零二二年舉行之股東週年大會上提名膺選連任董事之退任董事；</li> <li>• 檢討董事會之架構、人數及組成；</li> <li>• 檢討董事會成員多元化政策以及其實施及有效性；及</li> <li>• 檢討提名政策。</li> </ul> |
|---|---|

## EXECUTIVE COMMITTEE

The Executive Committee was established by the Board with specific written terms of reference. It currently consists of all executive Directors, namely Mr. Yeung Hoi Sing, Sonny and Mr. Ma Ho Man, Hoffman with Mr. Yeung Hoi Sing, Sonny acts as the chairman of the Executive Committee. The Executive Committee is responsible for reviewing and approving, inter alia, any matters concerning the day-to-day management, business and operational affairs of the Company, and any matters to be delegated to it by the Board from time to time.

During the year under review, four Executive Committee meetings were held and details of attendance of the Executive Committee members at the said Executive Committee meetings are set out below:

Executive Committee members	執行委員會成員	Number of Executive Committee meetings attended/held 出席執行委員會會議次數/ 舉行執行委員會會議次數
Mr. Yeung Hoi Sing, Sonny (Chairman of the Executive Committee)	楊海成先生 (執行委員會主席)	4/4
Mr. Ma Ho Man, Hoffman	馬浩文先生	4/4

## COMPANY SECRETARY

Ms. Chiu Nam Ying, Agnes is the Company Secretary. Her biographical information is set out in the sub-paragraph headed "Company Secretary" under the section headed "Biographical Details of Directors and Senior Management" on page 126 of this annual report.

During the year under review, in compliance with Rule 3.29 of the Listing Rules, the Company Secretary has taken no less than 15 hours of relevant professional training.

## 執行委員會

董事會已成立具備特定書面職權範圍之執行委員會。執行委員會現時由全體執行董事，即楊海成先生及馬浩文先生組成，並由楊海成先生出任執行委員會主席。執行委員會負責審議及批准（其中包括）有關本公司日常管理、業務及營運事務以及不時由董事會委派其處理之任何事宜。

於回顧年度內曾舉行四次執行委員會會議，而執行委員會成員出席上述執行委員會會議之記錄詳情載列如下：

## 公司秘書

趙藍英女士為公司秘書，其履歷資料載於本年報第126頁「董事及高級管理人員簡介」一節中之「公司秘書」分段。

於回顧年度內，公司秘書已按上市規則第3.29條之規定接受不少於15個小時之相關專業培訓。

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors (the "Code of Conduct") on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules.

Having made specific enquiry of all Directors, each of whom has confirmed his/her compliance with the required standard set out in the Code of Conduct and the Model Code throughout the year under review.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibilities for evaluating and determining the nature and extent of the risks (including ESG-related risks ("ESG-Related Risks")) it is willing to take in achieving the Group's strategic objectives, maintaining appropriate and effective Risk Management and Internal Control Systems (including those for ESG-Related Risks) and reviewing their effectiveness on an ongoing basis. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties. The Risk Management and Internal Control Systems are designed to provide reasonable, though not absolute, assurance against material misstatements or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

## 董事進行證券交易

本公司已採納一套有關董事進行證券交易之行為守則(「行為守則」)，該守則之條款不遜於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」)規定之標準。

經向全體董事作出特定查詢後，各董事已確認彼等於回顧年度內一直遵守載於行為守則及標準守則內之規定標準。

## 風險管理及內部監控

董事會整體負責評估及釐定本集團為實現策略目標所願意接納的風險性質及程度(包括環境、社會及管治相關風險(「環境、社會及管治相關風險」))，以及維持合適和有效的風險管理及內部監控系統(包括針對環境、社會及管治相關風險而設者)，並持續檢討其成效。管理層負責該等系統之設計、實施及監控，而董事會則監督管理層履行其職責。風險管理及內部監控系統之設計旨在合理而非絕對地確保並無重大的失實陳述或損失，以及管理而非消除未能維持營運系統及達致本集團目標之風險。

## RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organisations of the Treadway Commission (“COSO”) 2013 framework. The COSO 2013 framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- Control Environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- Risk Assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group’s objectives, forming a basis for determining how risks should be managed.
- Control Activities: Actions established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.

## 風險管理及內部監控 (續)

本集團採納一套管理與其業務及營運相關之風險的風險管理系統。該系統包括以下階段：

- 識別：識別風險所屬、業務目標及可能影響達致目標之風險。
- 評估：分析風險之可能性及影響，並相應評估風險組合。
- 管理：考慮風險應對措施，確保與董事會有效溝通，並持續監察殘餘風險。

本公司設有內部監控系統，與Committee of Sponsoring Organisations of the Treadway Commission (「COSO」) 2013框架相符。COSO 2013框架能夠使本集團達到營運效益及效率、財務報告可靠性以及遵守適用法例及規例之目標。該框架之組成部分列示如下：

- 監控環境：一套標準、程序及架構，作為本集團實行內部監控之基準。
- 風險評估：一個不斷變化及多重的程序，用於識別及分析風險以實現本集團目標，為釐定如何管理風險建立基準。
- 監控活動：根據政策及程序制定之行動，以助確保管理指令能減輕達致目標之風險。

## RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day internal control activities.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

A disclosure of inside information policy (the "Inside Information Policy") is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the Listing Rules. The Inside Information Policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channels from different departments/operation units informing any potential inside information to the Company Secretary;
- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- Confidentiality agreements are in place when the Group enters into significant negotiations;
- The Senior Management to evaluate the potential inside information and to determine further escalation, and the executive Directors to determine disclosure as required; and
- The Deputy Chairman is the designated person who speaks on behalf of the Company when communicating with external parties, such as media, analysts or investors.

## 風險管理及內部監控 (續)

- 資訊及溝通：內部及外部之溝通，為本集團提供進行日常內部監控活動所需資訊。
- 監察：持續及獨立評估，以確定內部監控各組成部分的存在及正常運作。

本集團已制訂內幕消息披露政策（「內幕消息政策」），以確保掌握潛在的內幕消息並加以保密，直至按上市規則作出一致及適時披露為止。內幕消息政策規管內幕消息之處理及發放，其中包括以下各項：

- 特設匯報渠道，由不同部門／營運單位通知公司秘書任何潛在內幕消息；
- 消息僅限少數需要知情的僱員獲取。確保管有內幕消息之僱員已充份熟知其保密責任；
- 當本集團進行重大商議時，會訂立適當保密協議；
- 由高級管理人員評估潛在的內幕消息及釐定是否需要進一步上報，並由執行董事按需要釐定是否披露；及
- 於與傳媒、分析員或投資者等外界人士溝通時，副主席為本公司指定發言人。

## RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

During the year, the Company engaged an external independent consultant with professional staff in possession of relevant expertise (the “Independent Professional Firm”) to perform internal audit function for the year, which comprised, inter alia, enterprise risk assessment and reviews on the internal control system of the Group, including financial, operational and compliance controls. The review plan was approved by the Audit Committee and the Board. Based on the risk assessments and the reviews of the internal control systems of the Group conducted by the Independent Professional Firm for the year, no significant risk and control deficiency was identified. The relevant assessment and review reports have been considered by the Audit Committee and the Board for assessing the effectiveness of the Risk Management and Internal Control Systems. The Audit Committee has also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting, internal audit and financial reporting functions as well as those relating to the ESG Performance and Reporting. The Board, through the reviews made by the Independent Professional Firm and the Audit Committee, concluded that the Risk Management and Internal Control Systems are effective and adequate for the Group as a whole.

The Company is committed to maintaining high probity standards and ethical business practices. An anti-corruption policy of the Group (the “Anti-Corruption Policy”) and the Whistleblowing Policy are in place and included into the Employees’ handbook to ensure that the importance of staff integrity is emphasised and delivered to the Employees. The Anti-Corruption Policy provides guidance on the ethical behaviours when handling issues such as bribery and corruption, conflict of interest and acceptance of gift. The Whistleblowing Policy provides reporting channels and guidance for Employees and third parties who deal with the Group to raise concerns, in confidence and anonymity, about any suspected or actual misconduct, malpractice or irregularities in any matters related to the Group.

## 風險管理及內部監控 (續)

於年內，本公司已委聘具有相關專業技能的專業人員効力之外聘獨立顧問（「獨立專業公司」），以履行本年度內部審核職能，其中包括企業風險評估及審閱本集團之內部監控系統（包括財務、營運及合規監控）。審閱計劃經審核委員會及董事會批准。按照本年度由獨立專業公司進行之風險評估及對本集團內部監控系統之審閱，並無識別出任何重大風險及監控漏洞。相關評估及審閱報告已經由審核委員會及董事會考慮，以評估風險管理及內部監控系統之成效。審核委員會亦已審閱本公司在會計、內部審核及財務匯報職能方面以及有關環境、社會及管治表現及匯報之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算又是否充足。董事會根據獨立專業公司及審核委員會之審閱結果，總結本集團之風險管理及內部監控系統整體上為有效及足夠。

本公司致力於維持高誠信標準及營商道德。本集團已制訂並於僱員手冊載入其反貪污政策（「反貪污政策」）及舉報政策，以確保向僱員強調及傳達員工品格之重要性。反貪污政策為處理賄賂及貪污、利益衝突及收受餽贈等事宜上之道德操守提供指引。舉報政策為僱員及與本集團有往來之第三方可暗中及以不具名方式，就任何與本集團相關事宜之任何疑似或實際失當行為、不良行為或不合規行為提出關注提供舉報渠道及指引。



## DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements of the Group and ensure that the consolidated financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the consolidated financial statements of the Group.

The statement of the External Auditors, HLB Hodgson Impey Cheng Limited ("HLB"), about their reporting responsibilities on the consolidated financial statements of the Group is set out in the paragraph headed "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" under the section headed "Independent Auditors' Report" on pages 133 to 136 of this annual report.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

## AUDITORS' REMUNERATION

For the year ended 31 December 2022, the amounts paid to the external auditors of the Group in respect of the following services provided to the Group are as follows:

		HK\$'000 港幣千元
Audit services	核數服務	750
Other advisory services (Note)	其他顧問服務 (附註)	280
		1,030

Note: Other advisory services mainly comprised interim review services during the year.

## 董事及核數師對綜合財務報表之責任

董事知悉彼等編製本集團綜合財務報表之責任，並確保綜合財務報表乃根據法例規定及適用會計準則編製。董事亦確保適時刊發本集團之綜合財務報表。

外聘核數師國衛會計師事務所有限公司（「國衛」）就本集團綜合財務報表作出報告之責任聲明載於本年報第133至第136頁之「獨立核數師報告」一節中之「核數師就審計綜合財務報表承擔的責任」一段。

董事確認，經作出一切合理查詢後，就彼等所深知、全悉及確信，彼等並不知悉有任何事件或情況涉及任何重大不確定因素，可能引致對本集團持續經營之能力造成重大疑慮。

## 核數師酬金

截至二零二二年十二月三十一日止年度，本集團就獲提供以下服務向本集團外聘核數師支付之金額如下：

	HK\$'000 港幣千元
核數服務	750
其他顧問服務 (附註)	280
	1,030

附註：年內之其他顧問服務主要包括中期審閱服務。

## SHAREHOLDERS' RIGHTS

### Convening a special general meeting

Pursuant to bye-law 58 of the Bye-laws, the Board may whenever it thinks fit call special general meetings ("SGM(s)"), and Shareholders holding at the date of deposit of the requisition 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 SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company's head office and principal place of business (the "Head Office") at Units 1003-04A, 10/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong for the attention of the Company Secretary and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to call the SGM and include the resolution in the agenda for such SGM.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

## 股東權利

### 召開股東特別大會

根據公司細則第58條，董事會可於其認為適當的任何時候召開股東特別大會（「股東特別大會」）。於遞呈要求書日期持有本公司繳足股本（附有於本公司股東大會上投票之權利）不少於十分之一的股東於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求書中指定的任何事項；且有關大會應於遞呈該要求書後兩個月內舉行。

該要求書必須列明召開大會的目的及由遞呈要求人簽署，並送交至位於香港夏慤道18號海富中心1座10樓1003-04A室的本公司總辦事處及主要營業地點（「總辦事處」），收件人註明為公司秘書。該要求書可由多份同樣格式之文件組成，各文件由一名或多名遞呈要求人簽署。

本公司會向其香港股份登記分處核實該要求，而於香港股份登記分處確認該要求為恰當及妥當後，公司秘書將要求董事會召開股東特別大會，並在該股東特別大會的議程內加入有關決議案。

倘董事會於遞呈上述要求書日期後二十一日內並無正式召開大會，遞呈要求人（或代表全體遞呈要求人總投票權一半以上之任何遞呈要求人）可自行召開大會，惟所召開之任何大會不得於由上述日期起計三個月屆滿後舉行。

## SHAREHOLDERS' RIGHTS (CONTINUED)

### Putting forward proposals at Shareholders' Meetings

To put forward proposals at an AGM or a SGM, the Shareholders should submit a written notice of those proposals with the detailed contact information to the Company Secretary at the Head Office at Units 1003-04A, 10/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong. The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholders concerned at AGM or SGM varies according to the nature of the proposal, as follows:

- (a) Not less than 21 clear days' notice or not less than 20 clear business days' notice (whichever is longer) in writing if the proposal constitutes an ordinary resolution of the Company in an AGM and not less than 21 clear days' notice or not less than 10 clear business days' notice (whichever is longer) in writing if the proposal constitutes a special resolution of the Company in any SGM; or
- (b) Not less than 14 clear days' notice or not less than 10 clear business days' notice (whichever is longer) in writing if the proposal constitutes an ordinary resolution of the Company in all other SGMs.

## 股東權利 (續)

### 於股東大會上提出建議

如擬於股東週年大會或股東特別大會上提出建議，股東須將該等建議之書面通知，連同詳細聯絡資料，送交至位於香港夏慤道18號海富中心1座10樓1003-04A室之總辦事處，送呈公司秘書處理。本公司會向其香港股份登記分處核實該要求，而於香港股份登記分處確認該要求屬恰當及妥當後，公司秘書將要求董事會在股東大會之議程內加入有關決議案。

就考慮有關股東所提出之建議而言，須向全體股東發出有關股東週年大會或股東特別大會之通知期會視乎建議性質而有異，現載列如下：

- (a) 倘建議構成本公司於股東週年大會上之普通決議案，須發出至少足二十一日或至少足二十個營業日（以較長者為準）之書面通知，而倘建議構成本公司於任何股東特別大會上之特別決議案，則須發出至少足二十一日或至少足十個營業日（以較長者為準）之書面通知；或
- (b) 倘建議構成本公司於任何其他股東特別大會上之普通決議案，須發出至少足十四日或至少足十個營業日（以較長者為準）之書面通知。

## INVESTOR RELATIONS AND SHAREHOLDERS ENGAGEMENT

The Board has adopted a Shareholders' communication policy (the "Shareholders' Communication Policy") for the purposes of ensuring that the Shareholders are provided with ready, equal and timely access to information about the Company, enabling the Shareholders to exercise their rights in an informed manner and allowing the Shareholders to engage actively with the Company.

The Company maintains its own website, [www.successug.com](http://www.successug.com), at which the Shareholders can access the Company's information, such as financial reports, announcements, circulars, notices as well as details regarding the necessary procedures for the Shareholders to propose a person for election as a Director. Additional information, such as press releases, presentation materials and other business information, is also available on the Company's website. Information on the Company's website is in both English and Chinese versions and is updated on a timely/regular basis.

The Board welcomes questions and opinions from the Shareholders who may at any time send their enquiries and concerns to the Board by addressing them to the Company Secretary or the Corporate Communications Department of the Company by mail to Units 1003-04A, 10/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong or by email to [info@successug.com](mailto:info@successug.com). Besides, Shareholders may direct questions about their shareholdings to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, by mail to 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com).

## 投資者關係及股東參與

董事會已採納股東通訊政策（「股東通訊政策」），旨在確保股東可即時、平等與適時地獲取本公司資料，並使股東可在知情情況下行使彼等之權利及讓股東積極地與本公司溝通。

本公司自設網站[www.successug.com](http://www.successug.com)，可讓股東在其網站上查閱財務報告、公告、通函、通告等本公司資料及有關股東提名人選參選董事之所需程序詳情。其他資料（如新聞稿、簡報材料及其他業務資料）亦可在本公司網站查閱。本公司網站上的資料均以中英文發布，並適時／定期作出更新。

董事會歡迎股東作出查詢及發表意見。股東可隨時透過郵寄至香港夏慤道18號海富中心1座10樓1003-04A室或電郵至[info@successug.com](mailto:info@successug.com)送呈公司秘書或本公司之企業傳訊部，以便送達其查詢及關注至董事會。此外，股東可透過郵寄至香港夏慤道16號遠東金融中心17樓或電郵至[is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)直接向本公司之香港股份登記分處卓佳登捷時有限公司查詢彼等之股權。

## INVESTOR RELATIONS AND SHAREHOLDERS ENGAGEMENT (CONTINUED)

The Board maintains an on-going dialogue with the Shareholders through AGMs and other general meetings. All Directors, including the Chairman, who is also the chairmen of the Nomination Committee and the Executive Committee, as well as the chairmen of the Audit Committee and the Remuneration Committee, were present at the 2022 AGM to answer the Shareholders' questions. HLB also attended the 2022 AGM for the purposes of answering questions about the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditors' independence. Separate resolutions have been proposed at the 2022 AGM on each substantially separate issues. Detailed procedures for conducting a poll are clearly explained at the commencement of the 2022 AGM. High voting approval rate on the resolutions considered was recorded at the 2022 AGM.

Press conference, media interview and/or meeting with analysts and investors are arranged from time to time to facilitate communication between the Company, Shareholders and the investment community. During the year, a press conference and various media interviews have been held. The Deputy Chairman, who had dialogues with media, complied with the disclosure obligations and requirements under the Inside Information Policy.

The Shareholders' Communication Policy and its implementation and effectiveness will be reviewed by the Board annually. During the year, the Board has reviewed the Shareholders' Communication Policy by taking into account of the aforesaid measures in place and considered that the Shareholders' Communication Policy is implemented effectively.

## 投資者關係及股東參與 (續)

董事會透過股東週年大會及其他股東大會與股東保持溝通。全體董事（包括主席，彼同時為提名委員會及執行委員會主席）以及審核委員會及薪酬委員會主席已出席二零二二年股東週年大會解答股東之提問。國衛亦已就解答有關審計工作、編製核數師報告及其內容、會計政策以及核數師獨立性之提問出席二零二二年股東週年大會。本公司已於二零二二年股東週年大會上就每項重要之獨立事宜提呈個別決議案。按股數表決之詳細投票程序於二零二二年股東週年大會開始時清楚說明。於二零二二年股東週年大會上審議之決議案已高票獲得批准。

本公司不時安排新聞發布會、媒體訪問及／或與分析師及投資者會面，以促進本公司、股東及投資者之間的溝通。年內已舉行一個新聞發布會及多個媒體訪問。負責與媒體溝通之副主席已遵守內幕消息政策下之披露義務及規定。

董事會將每年檢討股東通訊政策以及其實施及有效性。年內，董事會已檢討股東通訊政策。經考慮上述已實施之措施，董事會認為股東通訊政策已有效地實施。

## INVESTOR RELATIONS AND SHAREHOLDERS ENGAGEMENT (CONTINUED)

There was no change in the Company's memorandum of association and the Bye-laws during the year under review. The Board proposed to seek approval of the Shareholders at the forthcoming AGM to be held on Friday, 9 June 2023 to amend the Existing Bye-laws and to adopt the amended and restated bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws (the "Amendments to Bye-laws"). Details of which are set out in the announcement dated 30 March 2023 relating to the Amendments to Bye-laws issued by the Company.

The Board has adopted a dividend policy (the "Dividend Policy") which aims to set out the principles as a reference for the Company to determine dividend distribution so as to allow the Shareholders to participate in the Company's profits whilst preserving liquidity of the Group to capture future growth opportunities.

Any payments/recommendations of payment of dividends are subject to discretion by the Board that such declarations/recommendations of payment of dividends are in the best interests of the Company and the Shareholders and are also subject to any restrictions under and in compliance with all applicable rules and regulations (including, inter alia, the Companies Act of Bermuda) and the Bye-laws. In addition, any payment of final dividend for a financial year will be subject to Shareholders' approval.

## 投資者關係及股東參與 (續)

於回顧年度內，本公司之組織章程大綱及公司細則並無變更。董事會提議在將於二零二三年六月九日(星期五)舉行之應屆股東週年大會上尋求股東批准修訂現行公司細則，並採納本公司之經修訂及重列之公司細則以取代及摒除現行公司細則(「修訂公司細則」)。有關詳情載於本公司就修訂公司細則所發出日期為二零二三年三月三十日之公告。

董事會已採納股息政策(「股息政策」)，旨在載列本公司釐定股息分派之參考原則，讓股東參與本公司溢利分派，同時保持本集團的流動資金以把握未來增長機遇。

任何派付或建議派付之股息均由董事會酌情決定，而該等宣派或建議派付之股息均符合本公司及股東之最佳利益，且受限於並須遵守所有適用之規則和規例(其中包括百慕達公司法)及公司細則。此外，任何財政年度派付之末期股息均須經股東批准。

## INVESTOR RELATIONS AND SHAREHOLDERS ENGAGEMENT (CONTINUED)

The Board shall consider the Company's ability to pay dividends, the form, frequency and amount of any dividend in any financial year/period by taking into account of the following factors:

- capital requirements
- distributable profits
- liquidity position
- results of operations
- future prospects
- investment plans
- taxation considerations
- other funding covenants and requirements
- any other factors that the Board may deem appropriate

The Board will review the Dividend Policy from time to time and will make any revisions thereof, if necessary.

## 投資者關係及股東參與 (續)

在衡量本公司於任何財政年度／期間派付股息之能力、擬定股息之形式、次數和金額時，董事會需考慮以下因素：

- 資本需求
- 可供分派利潤
- 流動資金狀況
- 經營業績
- 未來前景
- 投資計劃
- 稅務考量
- 其他資金契約及需求
- 董事會認為適當之任何其他因素

董事會將不時審閱股息政策，並在需要時對股息政策作出任何修訂。