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公司管治與金融政策研究中心 CENTRE FOR CORPORATE GOVERNANCE AND FINANCIAL POLICY Award Winners Introduction 獲 獎 公 司 簡 介

Award for Corporate Governance Excellence 公司管治卓越獎

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China Life Insurance Company Limited 中國人壽保險股份有限公司

HK Stock Code 香港股份代號: 2628

China Life Insurance Company Limited is the largest life insurance company in China. As of June 30, 2015, the Company had about 216 million long-term in-force insurance policies offering individual and group life, annuities and health insurance protections. It is one of the largest domestic institutional investors. Through its controlling shareholding in China Life Asset Management Company Ltd, the Company became the largest insurance asset management institution in China. As of June 30, 2015, China Life's investment assets reached RMB 2,213,612 million, an increase of 5.4% from the end of 2014. In 2003, China Life Insurance (Group) Company initiated the establishment of China Life Insurance Company Ltd which was successfully listed on New York Stock Exchange and Hong Kong Stock Exchange on December 17 and 18, 2003 respectively. On January 9, 2007, China Life listed on Shanghai Stock Exchange and became the first Chinese insurance company triple-listed on three markets.

中國人壽保險股份有限公司是中國最大的壽險公司。 截至2015年6月30日,中國人壽擁有約2.16億份有效 的長期個人和團體人壽保險單、年金合同及長期健康 險保單。中國人壽是國內最大的機構投資者之一, 並通過控股的中國人壽資產管理有限公司成為中國最 大的保險資產管理者。截至2015年6月30日,公司投 資產達人民幣22,136.12億元,較2014年年底增長 5.4%。2003年12月17日、18日,中國人壽成功在紐 約和香港上市。2007年1月9日中國人壽回歸A股,在 上海上市,成為首家在三地上市的金融保險企業。

JUDGES COMMENTS

China Life has developed a corporate governance structure and systems that are strong and robust enough to fulfil the stringent requirements for a company that is currently China's largest insurer, and is listed on three stock exchanges.

A highly qualified, professional board runs the company. Four out of 11 directors are independent with strong international experience. Their expertise in the fields of law, securities market regulation, finance and actuary helps the company navigate the myriad of regulations in the Mainland, Hong Kong and the U.S.

As a multiple-listed company, China Life fulfils the most stringent disclosure requirements among these markets and achieves a high level of transparency overall. The board holds six meetings a year and conducts a thorough review of its own and directors' performance. A separate meeting between Board Chairman and INEDs is held every year to frankly discuss the company and board issues.

China Life's corporate governance structure is comprehensive and robust. There are more than 20 internal guidelines governing critical functions, such as risk management, internal control, compliance, connected transactions, and disclosure. Risk management policies are particularly well developed and strictly enforced within the organisation through a five-layer risk management system, while its internal control processes meet the stringent requirement of world standard.

As an insurance company, China Life is very concerned with social well-being. It donates extensively to disaster and poverty relief causes and provides medical support through the dedicated China Life Charity Foundation.

中國人壽建立起穩健的公司管治架構和制度,能夠滿足這家現時為中國最大保險公司並在三家證券交易所 上市的企業所須遵守的嚴格規定。

中國人壽由卓越專業的董事會管理。11名董事中有四名為擁有豐富國際經驗的獨立董事,他們的專業知識涵蓋法律、證券市場監管、金融及精算等範疇,有助公司掌握內地、中國及美國的眾多法規。

中國人壽在多個地方上市,公司履行這些市場中最嚴格的披露規定,整體透明度非常高。董事會每年舉行 六次會議,徹底審核董事會本身及各董事的表現。董事會主席與獨立非執行董事每年舉行一次獨立會議,坦誠討論公司及董事會的議題。

中國人壽的公司管治架構全面而穩健,設有逾20條內部指引,規管風險管理、內部控制、關聯交易、披露及其他重要事項。公司的風險管理政策尤為完善,透過組織內五重風險管理系統嚴格執行,而其內部控制過程亦符合國際的嚴格規定。

由於中國人壽是保險公司,因此非常重視社會福祉。 公司透過專責的國壽慈善基金會大量捐助災民和扶 貧,同時提供醫療援助。







中国工商银行

Industrial and Commercial Bank of China Limited 中國工商銀行股份有限公司

HK Stock Code 香港股份代號: 1398

ICBC was dually listed on the Stock Exchange of Hong Kong and the Shanghai Securities Exchange on October 27, 2006. The bank has its presence in six continents, and its overseas network has expanded to 41 countries and regions. It provides comprehensive financial products and services to 5.09 million corporate customers and 465 million personal customers by virtue of the distribution channels consisting of 17,122 domestic institutions, 338 overseas institutions and 2,007 correspondent banks worldwide, as well as through its E-banking network comprising a range of Internet and telephone banking services and self-service banking centres.

中國工商銀行股份有限公司于2006年10月27日在港、 滬兩地同時公開上市。工行業務跨越六大洲,境外 網路擴展至41個國家和地區,通過17,122個境內機 構、338個境外機構和2,007個代理行以及網上銀行、 電話銀行和自助銀行等分銷渠道,向509萬公司客戶和 4.65億個人客戶提供廣泛的金融產品和服務。

JUDGES COMMENTS

In a challenging banking environment in the mainland, ICBC demonstrates far-sightedness that has steered the bank to new business growth opportunities with its progressive internationalisation strategy, while simultaneously better managing risk in the internet banking era.

The bank's board has 14 directors, four of whom are independent. Among these are a former distinguished HK banker and a senior securities market regulator. Independent directors play an active role in the board, assuming the chairman position in five out of six board committees, and accounting for the majority in those committees.

The bank embraces openness, evidenced in its systematic approach for nominating INEDs, its commitment to encouraging the expression of different points of view in the board, and the appointment of senior executives from outside of the bank. For example, one of its Senior Executive Vice President was recently hired externally who possesses strong experience with international banking and financial institutions.

Named a Global Systemically Important Bank by the Financial Stability Board in 2013 and 2014, ICBC maintains the most stringent capital adequacy ratios internationally required in order to withstand a high level of market volatility. Its robust multi-layered risk management system and COSO-compliant internal control infrastructure allows the bank to maintain assets of the highest quality possible, while managing a non-performing loan ratio that is among the lowest in the banking sector.

Finally, ICBC has created a sophisticated credit risk-monitoring centre to continually forecast and dynamically manage risks arising in the fast-paced Internet banking environment.

評獎委員評價

內地銀行業環境充滿挑戰,中國工商銀行憑藉開明進 取的國際化策略開拓新的業務增長機會,同時在互聯 網銀行時代更妥善管理風險。

工行的董事會有14名董事,其中四名為獨立董事,當中包括一名香港傑出的前任銀行家及一名證券市場高級監管人員。獨立董事在董事會上扮演重要角色,在六個董事委員會中有五個的主席職位由他們擔任,並在該等委員會中佔大多數席位。

工行行事開明,除了有系統地提名獨立非執行董事 外,亦鼓勵各人在董事會上發表不同意見,並且對外 招聘高級管理人員。該行最近便從外部聘請了一名擁 有豐富國際銀行及金融機構經驗的副行長。

工行在2013年及2014年獲金融穩定理事會 (Financial Stability Board) 選為全球系統重要性銀行,該行維持國際上最嚴格的資金充足率,以抵禦市場波動。該行設有穩健的多重風險管理系統及合乎COSO標準的內部控制架構,使銀行能維持優質資產,將不良貸款比率控制在業內的低水平。

最後,工行設立了精密的信貸風險監控中心,旨在持續預測及積極管理互聯網銀行時代瞬息萬變環境中出現的風險。







恒生綜合指數成份股公司組別

China Cinda Asset Management Company, Limited 中國信達資產管理股份有限公司

HK Stock Code 香港股份代號: 1359

China Cinda Asset Management Company Limited was established in 2010. Its predecessor was China Cinda Asset Management Corporation, China's first asset management company established in 1999 pursuant to approval of the State Council to tackle the financial crisis and maintain the stability of the financial system as well as to facilitate the reform of state owned banks and enterprises. On December 12, 2013, the company was listed on the main board of Hong Kong Stock Exchange and became the first asset management company in China listed on the international capital market. The company's core business is distressed asset management. The company has 31 branches in 30 provinces, autonomous regions and municipalities in mainland China and nine wholly-owned or non wholly-owned tier-one subsidiaries providing asset management and financial services in China and Hong Kong.

中國信達資產管理股份有限公司於2010年成立, 前身是於1999年成立的中國信達資產管理公司,是經國務院批准,為有效化解金融風險、維護金融體系穩定、推動國有銀行和企業改革發展而成立的首家金融資產管理公司。2013年12月12日,公司在香港聯合交易所主板掛牌上市,成為首家登陸國際資本市場的中國金融資產管理公司。公司的核心業務是不良資產經營業務。公司在中國內地的30個省、自治區、直轄市設有31家分公司,在內地和香港擁有九家從事資產管理和金融服務業務的全資或控股一級子公司。

JUDGES COMMENTS

In the special business of acquiring and managing distressed assets, China Cinda Asset Management Company's exposure to risks is extremely high. As a result, the company has developed a strong and robust governance and risk management structure that successfully contains risks while simultaneously delivering sustained value growth.

Cinda is a state-owned company, with the Ministry of Finance being the largest shareholder. Given its business involves acquiring distressed assets, particularly from banking and financial institutions, it is vital that Cinda remains independent in its process and decisions, and that all transactions are done at arm's length.

An independent and effective board runs the company, and only two out its 11 directors are executives: the Chairman and President. A Related Party Transaction Control Committee was set up to deal with potential conflicts of interests in the company's acquisitions.

The company is managed with a vigilant governance structure. There are as many as 32 governance-related guidelines that the staff must follow strictly. Risk exposures of assets are dynamically managed to ensure they are kept within prescribed parameters, using a four-layer risk management system with three lines of defence in internal control.

Working towards higher transparency and accountability, the company voluntarily discloses information about capital raising, related party transactions, and any other non-financial information. Frequent communication with shareholders is promoted to ensure they understand the company's business and financial standing in order to secure their long-term support.

評獎委員評價

中國信達資產管理從事收購及管理不良資產的特殊業務,因此面對的風險極高。有見及此,該公司已制定 穩健強大的管治及風險管理架構,成功控制風險,同 時帶來持續價值增長。

信達為國有企業,最大股東為財政部。由於信達的業務牽涉收購銀行及財務機構的不良資產,因其必須在過程及決策上保持獨立,確保所有交易均公平公正。

信達由獨立而高效的董事會帶領,11名董事中只有主席及總裁兩名為執行董事。公司成立了關聯交易控制委員會,負責處理公司在收購過程中可能出現的利益衝突。

公司以嚴謹的管治架構進行管理,員工須恪守多達32 條與管治相關的指引。資產風險以持續方式監控,採 取四重風險管理系統及三道內部控制防線,確保風險 維持在預定範圍內。

為提高透明度及問責性,公司自願披露集資、關聯方交易資料及其他非財務資料。公司經常與股東溝通,確保他們了解公司的業務及財務狀況,從而對公司作出長期支持。





恒生綜合指數成份股公司組別

Haitong International Securities Group Limited 海通國際證券集團有限公司

HK Stock Code 香港股份代號: 665

Haitong International Securities Group Limited is a subsidiary of Haitong International Holdings Limited, a company incorporated in Hong Kong and wholly owned by Haitong Securities Co., Ltd. which is listed in Hong Kong and Shanghai. Haitong International's financial service portfolio includes corporate finance, brokerage and margin financing, asset management, fixed income, currency and commodities (FICC), leveraged and acquisition finance as well as equity derivatives. It services over 180,000 corporate, institutional and retail clients worldwide. Haitong International has 14 branches in Hong Kong and Macau and a representative office in each of Beijing and Shanghai. In 2014, Haitong International established its Singapore subsidiary, and in March 2015, completed the acquisition of Japaninvest Group plc, setting up a financial servicing network covering Hong Kong, New York, London, Tokyo.

海通國際證券集團有限公司母公司海通國際控股有限公司成立及註冊於香港,並為於香港及上海兩地上市的海通證券股份有限公司的全資附屬公司。海通國際證券為超過18 萬全球及本地企業、機構及零售客戶提供全面的金融產品及服務,包括企業融資、資產管理、固定收益/外匯及商品、併購融資及股票衍生產品業務。海通國際於港澳兩地設有14家分行,分別於北京及上海設有代表處,2014年初在新加坡設立分公司,並於2015年3月完成收購吉亞(Japaninvest Group plc),服務網絡涵蓋香港、紐約、倫敦、東京。

JUDGES COMMENTS

Haitong International Securities Group was formed by the acquisition of Tai Fook Securities by the Haitong Group. It inherited a progressive and professional corporate governance structure. From this point, the new Haitong International Securities Group took on an increasing international outlook, matching its expanding network spanning Asia, the UK and the U.S., and fulfilling international requirements and expectations.

The company is led by a balanced and highly professional board, with non-executive and independent directors accounting for two-thirds of the seats. There is clear segregation of powers between board chairman, CEO, COO and CFO, as well as between functional units with clearly defined duties and reporting structures, thus providing effective checks and balances.

As a financial institution, the company attaches great importance to risk management. It adopts a three-tier system for risk management coupled with three lines of defence for internal control. The risk management culture emanates from the Board and Executive Committee and cascades down to various level of the organisation through two specialised committees – the Risk Management Committee and Capital Allocation and Investment Committee.

Regular training of staff and internal audit ensures the risk-management procedures are followed. Whistle-blowing mechanisms detect malpractices that may put the company at risk. In order to have sufficient capital adequacy and financial liquidity to weather unexpected market volatility, the company voluntarily adheres to the stringent international requirements.

In internal control, various guidelines governing information control, contracts and credit exposure, anti-bribery, and new products development are developed and effectively enforced.

The company manifests a strong and modern corporate governance culture and full understanding of the risks it is exposed to and has responded with a robust risk management and control system.

評獎委員評價

海通集團在收購大福證券後將其易名為海通國際證券 集團有限公司,並沿用開明專業的公司管治架構。自 此,全新的海通國際證券更具國際視野,配合其在亞 洲、英國及美國不斷拓展的業務網絡,滿足國際要求 及期望。

公司由均衡且極為專業的董事會領導,非執行董事及 獨立董事佔三分之二。董事會主席、行政總裁、營運 總監及財務總監,以及部門單位之間分工清晰,職責 及匯報架構的界定明確,因此提供了良好的制衡。

作為金融機構,海通國際證券重視風險管理。公司採 用三級風險管理系統,並設有三道內部控制防線。風 險管理文化源自董事會及執行委員會,並透過兩個專 責委員會,分別是風險管理委員會和資本配置及投資 策略委員會,下達至機構內各個階層。

定期的員工培訓及內部審核確保風險管理程序得以遵守。檢舉機制有助偵察可能令公司面臨風險的不當行為。為確保資金及財務流動性足以抵禦突如其來的市場波動,公司自願遵守嚴格的國際規定。

內部控制方面,公司已制定並有效落實多項指引,對 資料通報、合約及信貸風險、防止賄賂,及新產品開 發等加以規範。

公司擁有一流的現代公司管治文化,充分了解其面對的風險,並以健全的管理及控制系統應對。







Kerry Logistics Network Limited 嘉里物流聯網有限公司

HK Stock Code 香港股份代號: 636

Kerry Logistics Network Limited is a company headquartered in Hong Kong, it provides logistics service via a global network across six continents, operating the largest distribution network and hub operations in Greater China and the ASEAN region. Its core business includes integrated logistics, international freight forwarding and supply chain solutions, with expertise extending from handling merchandise and non-merchandise, to POSM and more.

嘉里物流聯網有限公司總部設於香港,透過遍及六大洲的環球網絡提供物流服務。公司擁有大中華及東盟地區最龐大及密集的配送網絡和物流樞紐,其核心業務包括綜合物流、國際貨運及供應鏈解決方案等,為各類型商品、非商品及輔助銷售材料,提供物流服務。

JUDGES COMMENTS

Based in Hong Kong, with an operation covering 40 countries with more than 20,000 employees, Kerry Logistics Network has a international aspiration of corporate governance. Although substantially a family-owned company, Kerry Logistics' board has only one family member and is chaired by a former senior Singapore government minister. Other board members are industry and accounting professionals, including another ex-official from a Singaporean government agency.

This board structure reflects the company's determination to have top-calibre people, with the right professional background, lead its business. The board is diligent and disciplined; the posts of Chairman and CEO are held separately to have better segregation of power, and the chairman holds meeting with INEDs annually.

Kerry Logistics Network's expansion comes primarily from mergers and acquisitions, and so managing the acquisition risks and ensuring post-merger integration are most important. The company has therefore applied heavy resources to building a coherent risk-management and internal-control system, under a dedicated Quality and Risk Management Department.

An external consultant is engaged to help to develop a scoring system that categorises potential risks factors according to their prominence for better monitoring. A group-wide integrated risk management system, which covers all geographical locations and risk areas, is developed to protect business continuity and operation integrity, and there is a whistle-blowing system for early detection of unethical behaviour and malpractices.

評獎委員評價

嘉里物流聯網紮根香港,業務遍及40個國家,員工超過20,000人,其公司管治具國際視野。雖然嘉里物流聯網大致上為一家族公司,但董事會僅有一名家族成員,且主席由新加坡前任政府高官擔任。其他董事會成員為業界及會計專才,包括另一名新加坡政府機構的前任官員。

董事會架構反映公司決意由專業背景合適的優秀人才 帶領業務。董事會成員做事勤奮而自律;主席及行政 總裁由不同人士出任,令權責明確劃分,主席與獨立 非執行董事每年舉行會議。

嘉里物流聯網主要透過合併與收購擴充業務,因此, 管理收購風險及確保合併後能夠融合最為重要。有見 及此,公司投放大量資源,設立專責的品質及風險管 理部,集中管理統一的風險管理及內部控制系統。

公司聘用外部顧問協助建立記分系統,根據潛在風險 因素是否顯著作出分類,以更有效監控。公司設立了一個橫跨整個集團、涵蓋各個地點及風險領域的綜合 風險管理系統,使業務得以持續發展,並確保營運環節穩健有序,此外亦有檢舉制度,可及早偵察不道德及不當行為。







Hang Lung Properties Limited 恒隆地產有限公司

HK Stock Code 香港股份代號: 101

Hang Lung Properties Limited, the operating arm of Hang Lung Group Limited, is a Hong Kong company with an extensive real estate portfolio in Hong Kong, as well as building, owning and managing commercial complexes in key cities on the Mainland since the 1990s. It is a constituent stock of Hong Kong's Hang Seng Index and the Hang Seng Corporate Sustainability Indices, and is one of the world's largest pure real estate listed companies by market value.

恒隆地產有限公司是恒隆集團有限公司的地產業務機構,除了香港的地產業務外,並在1990年代,於內地主要城市建造、持有及管理商業綜合項目。恒隆地產是香港大型企業,屬於香港恒生指數及恒生可持續發展企業指數成份股之一,以市值計算,是全球最大的純地產企業之一。

JUDGES COMMENTS

After winning a Corporate Governance Excellence Award last year, Hang Lung Properties continued to increase its sustainability efforts and earned an Sustainability Excellence Award this year. This signifies the company's overall corporate governance achievements.

The Hang Lung board has a well-articulated sustainability vision that advocates transparency, accountability, integrity and honesty in its operations; promotes environmental friendly buildings and construction projects, and stresses responsibilities to employees and the community.

The company instituted strict ethical guidelines that apply to its staff as well as third-party contractors to ensure that high ethical standards are upheld throughout the project lifecycle.

This also ensures the quality of its finished projects are never compromised, minimising its reputational risk. Hang Lung conducts extensive stakeholders outreach programmes in Hong Kong and the mainland to understand their sustainability concerns. It also provides comprehensive staff training and welfare programmes to offer career opportunities and nurture human capital.

On the charity front, Hang Lung has invested in the community's future generation by setting up the Hang Lung Mathematics Awards to encourage intellectual pursuits, underlining the company's long-term societal vision.

Hang Lung's sustainability report, published since 2012, is one of the more comprehensive in the market, complying with GRI G4 Guidelines, HKEx's ESG Reporting Guide and ISAE3000, and it is third-party assured.

評獎委員評價

恒隆地產去年奪得公司管治卓越獎後繼續加強在可持續發展方面的努力,因此今年獲得持續發展卓越獎。 這充份展現該公司的整體公司管治成就。

恒隆董事局擁有清晰明確的可持續發展宏圖,在營運 方面重視透明度、問責精神、誠信;推廣符合環保建 築原則的樓宇及建築項目,並強調對員工及社區的 責任。

管理層制定了適用於員工及第三方外判商的嚴謹道德 指引,確保在項目推行的整段時間均能秉持高道德 標準。

這亦確保其已竣工之項目始終保持良好質素,從而降 低聲譽受損的風險。恒隆在香港及內地與持份者緊密 接觸,以了解他們所關心的可持續發展事項,同時亦 推行全面的員工培訓及福利計劃,提供就業機會及培 養人才資本。

慈善方面,恒隆開設了「恒隆數學獎」,投資於社會的下一代,鼓勵對知識的追求,突顯公司對社會的長遠願景。

恒隆自2012年起公布的可持續發展報告是市場上較為全面的報告,符合全球報告倡議組織《可持續發展報告G4指引》、港交所的《環境、社會及管治報告指引》及ISAE3000,並經第三方查證。







VTech Holdings Limited 偉易達集團

HK Stock Code 香港股份代號: 303

VTech is the global leader in electronic learning products from infancy to preschool and the world's largest manufacturer of cordless phones. Founded in 1976, the Group's mission is to design, manufacture and supply innovative and high quality products in a manner that minimises any impact on the environment, while creating sustainable value for its stakeholders and communities. Headquartered in Hong Kong with manufacturing facilities in China, VTech has operations in 11 countries and regions, employing approximately 30,000 employees, including around 1,500 R&D professionals in R&D centres in Canada, Germany, Hong Kong and China.

偉易達是全球最大的嬰幼兒及學前電子學習產品企業,也是世界最大的無線電話生產商。集團於一九七六年成立,其使命是在設計、生產和供應創新及優質產品的同時,盡量減少對環境的影響,並為持份者及社區創造可持續的價值。集團總辦事處設於香港,而生產設施則設於中國,辦事處遍佈11個國家及地區;並在全球聘用接近30,000名員工,其中包括約1,500名科研專才。集團在加拿大、德國、香港及中國均設有產品研究及開發中心。

JUDGES COMMENTS

A winner of this award for the second consecutive year, VTech Holdings continued to make improvements to and demonstrated an impressive strategic and visionary approach towards sustainability.

Going beyond environmental and social parameters, VTech believes sustainability is closely linked to long-term business viability; therefore, the company has incorporated its vision of sustainability into each and every aspect of its business management and product production process, and is highly integrated into its risk management plans.

VTech has a Risk Management and Sustainability Committee in place to provide vision and strategic direction and has introduced a number of novel approaches to manage risks and sustain growth. These include enhancing its Risk Register with additional capabilities to monitor risks in all critical functions. This allows senior management to predict risks and implement mitigating actions. The company also conducts assessment surveys with stakeholders to predict and understand any material impact that may affect them.

The company has also just completed its first-ever five-year sustainability plan, looking forward to 2020. This plan sets out short- and long-term goals and devises corresponding actions. Such a visionary, far-sighted and well-structured approach towards sustainability is notable for a medium-size manufacturing company.

VTech has demonstrated great commitment to transparency and innovation. Its sustainability report is in compliance with both the Core option of GRI 4.0 Guideline and HKEx's ESG Reporting Guide.

評獎委員評價

偉易達集團已經連續第二年獲此獎項。公司在可持續 發展方面具前瞻性,並且不斷作出改進。

除了環境及社會層面外, 偉易達視可持續發展與業務 能否長遠延續關係密切, 因此將可持續發展願景納入 業務管理的各個領域及產品生產過程, 並徹底融入風 險管理計劃中。

偉易達設有風險管理及可持續發展委員會,提供藍圖及策略方向,並引入多項風險管理和維持增長的創新方法,包括強化其風險資料冊,以提升監控各重要部門風險的能力,讓高級管理人員能預測風險並採取應對措施。公司亦對持份者進行評估調查,以預測並了解對他們任何的重大影響。

另外,公司剛完成首個五年可持續發展計劃,展望至 2020年,列出短期及長期目標,並制定了相應措施。 這具前瞻性、規劃完善的可持續發展方向值得本地中 型製造業公司借鏡。

偉易達對提高透明度及創新不遺餘力。其可持續發展報告符合全球報告倡議組織指引4.0的核心選項及港交所的《環境、社會及管治報告指引》。