

HONG KONG  
**Corporate Governance**  
EXCELLENCE AWARDS 2011 香港公司管治卓越獎



Centre for Corporate Governance and Financial Policy  
公司管治與金融政策研究中心  
SCHOOL OF BUSINESS • HONG KONG BAPTIST UNIVERSITY  
香港浸會大學 • 工商管理學院

2011 Award Winners Introduction 2011 年度獲獎公司簡介



**Award for Corporate Governance Excellence**  
公司管治卓越獎

Category for Hang Seng Index Companies  
恒生指數成份股公司組別

- BOC Hong Kong (Holdings) Limited 中銀香港(控股)有限公司
- Ping An Insurance (Group) Company of China, Limited 中國平安保險(集團)股份有限公司
- Bank of China Limited 中國銀行股份有限公司

Category for Hang Seng Composite Index Companies  
恒生綜合指數成份股公司組別

- CSR Corporation Limited 中國南車股份有限公司
- Shui On Land Limited 瑞安房地產有限公司

Other Main Board & GEM Companies  
其他主板及創業板公司

- Agricultural Bank of China Limited 中國農業銀行股份有限公司

Honourable Mention  
評獎委員嘉許

Category for Hang Seng Composite Index Companies  
恒生綜合指數成份股公司組別

- China Everbright Limited 中國光大控股有限公司

## BOC Hong Kong (Holdings) Limited 中銀香港(控股)有限公司

HK Stock Code 香港股份代號: 2388



BOC Hong Kong (Holdings) Limited ("BOC Holdings") was incorporated in Hong Kong on 12 September 2001 to hold the entire equity interest in Bank of China (Hong Kong) (or "BOCHK"), its principal operating subsidiary. With over 260 branches, nearly 540 ATMs and other distribution channels in Hong Kong, BOCHK and its subsidiaries offer a comprehensive range of financial products and services to retail and corporate customers. BOCHK is one of the three note issuing banks in Hong Kong and was appointed by the People's Bank of China as the Clearing Bank for Renminbi business in Hong Kong. BOC Hong Kong (Holdings) Limited's shares began trading on the main board of the Stock Exchange of Hong Kong on 25 July 2002.

中銀香港(控股)有限公司("中銀控股")於2001年9月12日在香港註冊成立,以持有其主要營運附屬公司中國銀行(香港)("中銀香港")的全部股權。中銀香港及其附屬機構通過設在香港的260多家分行、近540部自動櫃員機和其他服務及銷售渠道,向零售客戶和企業客戶提供全面的金融產品與服務。中銀香港是香港三家發鈔銀行之一,並獲中國人民銀行委任為香港人民幣業務的清算行。中銀香港(控股)有限公司之股份於2002年7月25日開始在香港聯合交易所主板上市。

### Corporate Governance Achievement Highlights

BOC Holdings adopts a wide range of policies that are yet to become rules or mandatory requirements of the HKEx. Examples include having INEDs-only meetings with Board Chairman, annual review of board and board members' performance, having more stringent regulations for directors' trading of company's and parent company's shares, introducing clear criteria for independence of directors, having whistle blowing mechanism for reporting malpractices, subject lead partner and concurring partner of external auditors to a five-year rotation rule, amongst others. The judges were impressed with all these efforts that go over and beyond rules to aim for higher integrity, stronger checks and balances and an independent and effective board. These epitomize the Company's commitment to excel in corporate governance.

The Company is also a strong corporate citizen. A senior-level driven Corporate Social Responsibility (CSR) Committee has been formed and operates to a well-defined code of CSR with an objective to fully integrate CSR into the bank's development strategy, governing structure and business procedures. Its CSR programme is most comprehensive and far reaching. Substantial charity donation is complemented by environmental education, support to local sports and a commitment to a low-emission, sustainable and green operation.

### 公司管治成就撮要

中銀控股自願性採取一系列尚未成為香港交易所條例或守則條文的管治措施,包括但不限於以下示例:召開董事會主席單獨與獨立非執行董事之會議;每年檢討董事會及董事會成員表現;董事買賣公司及母公司股份須遵守更嚴格的規則;引進評定董事獨立性的明確標準;擁有報告瀆職的揭發機制;外部核數師主要合作夥伴及協助合作夥伴須遵守五年輪換規定。中銀香港為達到更高的誠信度、更有力的核查及平衡、以及構建獨立及高效的董事會,採用高於條例要求的標準。這都是該公司承諾在公司管治方面脫穎而出的表現。

中銀控股亦是一個強大的企業公民。該公司已成立高層次的公司社會責任委員會,並遵循一套有明確規定的行為準則,以實現將公司社會責任納入銀行發展戰略、管治結構及業務程序的目標。其公司社會責任規劃全面而深遠。該公司捐贈大量善款之餘,還投放資源推動環境教育、支持本地體育及兌現減排、可持續及綠色經營的承諾。

### JUDGES COMMENTS 評獎委員評價

*"Its mission to share both the ups and downs of the fortunes of Hong Kong's community has been amply demonstrated by its community service record. The Judging Panel was much impressed by the Board and management's focus on service to its customers and the community, whilst producing value to its shareholders. The structures and processes adopted in the corporate governance structure to ensure that its mission of service to all its stakeholders are to be admired and commended."*

「中銀控股與本港社會的經濟起落「同呼吸共命運」,並以此為己任,其社會服務記錄很好地詮釋了這一理念。董事會及高級管理層專注於服務客戶及社會,並為其股東帶來收益,這一舉措給評獎委員會留下深刻印象。為確保「服務全體股東」的宗旨得到切實施行,中銀控股在公司管治架構中採用深受好評、備受推崇的架構及程序。」

## Ping An Insurance (Group) Company of China, Ltd.

### 中國平安保險(集團)股份有限公司

HK Stock Code 香港股份代號: 2318

**中国平安 PINGAN**  
保險·銀行·投資 Insurance·Banking·Investment

Ping An Insurance (Group) Company of China, Ltd, established in 1988 in Shekou, Shenzhen, is an integrated financial services conglomerate with insurance, banking, and investment businesses serving over 60 million customers. The Group's stocks are listed on the Stock Exchange of Hong Kong and on the Shanghai Stock Exchange. Ping An has more than 490,000 life insurance sales agents, over 120,000 full-time employees, and a network of more than 4,400 branch offices.

中國平安保險(集團)股份有限公司於1988年誕生於深圳蛇口,是一家保險、銀行、投資等金融業務為一體的綜合金融服務集團,服務超過六千名客戶。公司於香港聯合交易所主板及上海證券交易所兩地上市。中國平安擁有約49萬多名壽險銷售人員及12萬餘名正式僱員,各級各類分支機構及行銷服務部門4,400多個。

### Corporate Governance Achievement Highlights

At the core of Ping An Insurance's corporate governance philosophy is the need to strive for a balance to the interests of shareholders, customers, employees and the public. Run by a well-qualified board with INEDs accounting for 38% and strong international perspective, the Group puts emphasis on compliance with both local and international regulatory standards, robust risk management and internal control and corporate social responsibility. Dually listed in HK and Shanghai, the Group complies with the stringent regulation of both markets. Disclosure is managed by a specialized financial reporting office and quarterly financial results are published using both the International and PRC accounting standards. Its internal control system is characterized by its dual level. Supervision and control of the subsidiaries are done at both the group and subsidiary levels while the subsidiaries are also under the regulation of their respective regulators. This gives rise to an internal control structure that is sound and robust. Risk is carefully managed by a dynamic risk assessment model which monitors the risk level of any business activities throughout their life cycle. New anti-money laundering and anti-corruption work practices are developed and refined.

The Group also demonstrated continual strive for improvement in its CSR activities. On top of its philanthropy work that includes making donation and planning for 100 Schools of Hope, the Group has embarked on a sustainable way of doing business, such as creating a paperless working environment, reducing business travel to lessen the carbon footprint, and green lending. Personal well-being of the employees received special attention by way of new counseling services.

### 公司管治成就撮要

平安保險的公司管治哲學核心就是努力平衡股東、客戶、員工及公眾的利益。平安保險由能力卓越的董事會運作,其中獨立非執行董事佔38%,具有開闊的國際視野。該集團強調遵守本地和國際監管標準、實施健全的風險管理及內部監控以及履行公司社會責任。該集團於香港及上海兩地上市,遵守兩地嚴格的市場監管規定。披露由專職的財務報告辦公室管理,季度財務業績按照國際及中國會計標準公佈。該集團的內部監控系統以其雙重級別著稱,對附屬公司的監管及控制同時在集團及附屬公司之層面上進行,附屬公司亦受其各自的監管機構監管,因此可建立可靠健全的內部監控架構。風險由動態風險評估模式謹慎管理,該模式監控所有業務活動之業務週期當中的風險水平。新的反洗錢及反腐敗工作條例已進一步制定及完善。

該集團正不斷努力發展公司社會責任活動。除進行慈善活動(如捐款及籌劃100個希望小學項目)外,該集團在業務經營中亦開始可持續發展,例如,創造無紙化辦公環境、減少商務旅行以降低碳排放及進行綠色借貸。集團亦透過新的輔導服務照顧員工的個人福利。

### JUDGES COMMENTS 評獎委員評價

*"It has in the past two years continued to build on its achievements by improving the quality of its disclosures and engaging the board in focusing on strategic development of the group, in particular in risk management and information technology. This strategic focus has enabled the Group to produce very creditable results in what has been a most challenging time for all financial institutions."*

「在過去兩年,平安保險改善披露質量,董事會專注於集團的戰略性發展,尤其是風險管理及資訊科技,已取得卓越成就。該戰略性重心使集團在所有金融機構最為艱難的時期,創造出驕人業績。」

Bank of China Limited  
中國銀行股份有限公司

HK Stock Code 香港股份代號: 3988



Bank of China was formally established in February 1912 following the approval of Dr. Sun Yat-sen. It became a state-owned commercial bank in 1994 and in 2003 began a joint stock restructuring. The Bank of China Limited was incorporated in August 2004 and listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange in June and July 2006 respectively, becoming the first A share and H share dual listed Chinese commercial bank. Bank of China provides a comprehensive range of financial services to customers across the Chinese mainland, Hong Kong, Macau and 29 overseas countries. In terms of tier one capital, the Bank was ranked 11th among the world's top 1,000 banks by The Banker magazine in 2009.

1912年2月，經孫中山先生批准，中國銀行正式成立。1994年，中國銀行改為國有獨資商業銀行。2003年，中國銀行開始股份制改造。2004年8月，中國銀行股份有限公司掛牌成立。2006年6月、7月，先後在香港聯交所和上海證券交易所成功掛牌上市，成為首家在內地和香港發行上市的中國商業銀行。中國銀行在中國內地、香港、澳門及29個國家為客戶提供全面的金融服務。按核心資本計算，2009年中國銀行在英國《銀行家》雜誌“世界1000家大銀行”排名中列第十一位。

### Corporate Governance Achievement Highlights

With a state-own background (67.55% owned by Central Huijin Investment Ltd.), Bank of China (BOC) endeavours to develop a corporate culture that gives extra emphasis on maintaining independence, aligns interests of all shareholders and champions small shareholders' rights. The Bank's successful efforts to fight for lowering the dividend tax for H shares shareholders from 20% to 10% (the level for other classes of shareholders) is an example of the Bank's strong commitment to protect and enhance shareholder value.

BOC is led by a high caliber board with strong representation of INEDs. Key board committees such as Audit, Risk Management, Connected Transactions are composed of a majority of INEDs and chaired by one. Each committee is served by a dedicated team of staff, headed by the chief of the department concerned, thus ensuring a smooth flow of information and effective monitoring of work. As a banking entity, risk control is of paramount importance. BOC implements a three-layered risk prevention system, involving front line staff, legal and compliance departments and internal audit. This not only manages its risk exposure well but ensures that a culture of integrity permeates the organization. Financial disclosure is of a high standard utilizing a proprietary, award-winning financial disclosure information system; strict procedures and guidelines are clearly laid down and documented for effective adherence by staff of all levels.

### 公司管治成就撮要

中國銀行(簡稱「中行」)擁有國有銀行背景，其67.55%權益由中央匯金投資有限責任公司持有。注重保持獨立性、切合所有股東的利益並捍衛小股東的權利是中行致力發展的企業文化。中行成功爭取將H股股東股息稅從20%降至10%(其他類別股東的水平)，體現中行保護及提升股東價值的決心。

中行由高水平的董事會領導，獨立非執行董事在董事會內佔有高比例。主要董事委員會(如核數、風險管理、關聯交易)成員絕大部分，以至主席均為獨立非執行董事。各委員會由專職員工小組組成，並由相關部門的主管領導，確保資訊暢通無阻並讓董事會有效監控工作。作為銀行實體，風險控制至關重要。中行實施三層風險防禦系統，包括前線員工、法律及合規部門、以及內部稽查，這樣不僅能管理風險，還能確保誠信文化滲透整個組織。中行使用專利並獲獎的財務資料披露系統，進行高標準的財務披露；並且制定及編寫嚴格的程序及指引，所有級別的員工都嚴格遵從。

### JUDGES COMMENTS 評獎委員評價

*"The Bank benchmarks itself on best international corporate governance practices, including the Corporate Governance Principles issued by the Basle Committee on Banking Supervision. The Board's participation and leadership in the Basle II and III capital requirements project has been exemplary, representing concrete steps in bringing risk management from the board to front line operations and vice versa."*

「中國銀行將最佳國際公司管治實務作為衡量標準，包括巴塞爾委員會就銀行業監管頒佈的企業管治原則。董事會參與及領導《新巴塞爾資本協議》及《巴塞爾資本協議III》下資本要求項目成績顯着，體現出將風險管理從董事會落實到一線業務上的具體措施，相互貫徹。」

## CSR Corporation Limited 中國南車股份有限公司

HK Stock Code 香港股份代號: 1766



CSR Corporation Limited ("CSR") was established in 2007 and is engaged in the manufacturing of transportation equipment. The Company was listed in Shanghai and Hong Kong in August 2008. The Company has 16 wholly owned subsidiaries across 10 provinces in China, employing over 80,000 people. CSR's main business range covers research and development, manufacturing, sales, refurbishment, leasing and relevant services locomotives, passenger carriages, freight wagons, MUs, rapid transit vehicles and key related components.

中國南車股份有限公司成立於2007年，從事交通運輸裝備製造，2008年8月A+H股上市。公司現有16家全資控股子公司，分佈在全國10個省市，員工8萬餘人。中國南車主要從事鐵路機車、客車、貨車、動車組、城軌地鐵車輛及重要零部件的研發、製造、銷售、修理、租賃及其他相關服務。

### Corporate Governance Achievement Highlights

An honourable mention receiver last year, CSR came back with better disclosure, strengthened risk management and proven ability to be a responsible company in a crisis situation.

CSR Corporation stepped up its performance and disclosure especially in areas of Corporate Social Responsibility activities and investor relations. As a locomotives manufacturer, its operation process has potentially high environmental impact. The Company endeavours to reduce such impact by adhering to low emission manufacturing process. One of its subsidiary companies was admitted a member of the United Nations Global Compact, and is the first Chinese company in this industry to have this status. The Company has integrated its internal control and risk management systems that reinforce each other at both the headquarters and subsidiary companies levels, operating to various detailed internal guidelines. Independence from majority shareholders has been strictly observed through enforcing a detailed agreement governing any connected transactions. Such independence can also be found in areas of business and personnel, assets for production and operation and finance between the Company and its parent entity.

CSR stood the test during the train crash tragedy that happened on July 23 in Wenzhou which involved locomotives it manufactured. A crisis reaction team was quickly set up and directed by the President of the Company. Engineers and other rescue workers were deployed to the site to participate in the rescue work and subsequent investigation. Proactive communications were undertaken with investors and the public. These actions demonstrated the Company's high level of transparency and willingness to take responsibility in this incident. Business confidence gradually restored since the incident and to date, the Company has secured contracts to the value of US\$500 million.

### 公司管治成就撮要

中國南車作為去年的評獎委員嘉許獎得主，今年以更好的信息披露、更有效的風險管理及有目共睹的實力，成為逆境中具有責任心的公司。

中國南車在公司社會責任活動及投資者關係方面增強表現和信息披露。中國南車作為鐵路機車製造商，經營流程極有可能對環境造成影響，因此公司致力於採用低排放製造流程，以減少對環境的影響。其一家附屬公司被納入為聯合國全球契約的成員，是業內首獲該殊榮的中國公司。公司透過整合內部監控及風險管理系統，旨在加強總部與附屬公司之間的聯繫，以執行各種詳細的內部指引。為嚴格遵守「獨立於主要股東」這一政策，公司執行一份詳盡的協議，以監管所有關連交易。在業務及人事、生產資產、該公司與母公司之間的经营及財政方面亦可發現這種獨立性。

7月23日在溫州發生的動車事故涉及中國南車製造的鐵路機車，中國南車面臨考驗。應急團隊迅速成立，由公司總裁直接指揮。公司派出工程師及其他救援人員到事故地點參與救援及後續調查。中國南車主動向投資者及公眾交代事故。這些舉措展示中國南車在事故中的透明度及責任心。事故發生至今，對中國南車的商業信心逐漸恢復，迄今為止已成功簽訂價值5億美元的合同。

### JUDGES COMMENTS 評獎委員評價

*"The Company has continued to improve its corporate governance structures and processes, as can be seen from the timely intervention by the board and management in the 7.23 train collision, by sending a team led by the Chief Engineer to the crisis site immediately on being informed and ensuring that shareholders and other stakeholders were quickly briefed. Although the train crash was not due to a manufacturing fault, the board and management have focused on further quality assurance of the company's product and assuring both customers and shareholders of its continuing commitment to quality and safety."*

「公司繼續完善其公司管治架構及程序，7•23動車事故後董事會及高級管理層的及時介入、在獲知消息的第一時間派遣由總工程師領導的隊伍趕赴事故現場，並確保董事及其他持股人知悉最新情況，其決心從這些措施中可見一斑。雖然動車事故並非由於製造缺陷造成，但董事會及高級管理層亦加強關注公司產品的更高質量保證，以及向客戶及股東進一步承諾質量安全。」

## Shui On Land Limited 瑞安房地產有限公司

HK Stock Code 香港股份代號: 272



Established in 2004 and listed on The Stock Exchange of Hong Kong in October 2006, Shui On Land Limited is the Shui On Group's flagship property development company in the Chinese Mainland. Headquartered in Shanghai, Shui On Land develops, sells, leases, manages and operates innovative and high-quality residential, office, retail, entertainment and cultural properties in the Chinese Mainland. The Group's land bank stood at 13.1 million sq. m. Its eight projects are situated in key cities in Shanghai, Wuhan, Chongqing, Foshan and Dalian.

瑞安房地產有限公司於2004年成立，並於2006年10月在香港聯交所上市，為瑞安集團在中國內地的房地產旗艦公司。瑞安房地產總部設於上海，主力在內地開發、出售、租賃、管理及經營創新及優質的住宅、辦公樓、零售、娛樂及文化等項目。集團的土地儲備為1,310萬平方米，在上海、武漢、重慶、佛山及大連中心地段擁有八個項目。

### Corporate Governance Achievement Highlights

Shui On Land is a forerunner in corporate governance, as evidenced by many of its measures that are over and beyond HKEx rules and code provisions. The Company is directed by a board that comprises 6 INEDs out of 11 members. An INED-dominant board is something that has been written into the Company's articles of association. The Board takes an active role in safeguarding company integrity and shareholders interest. The full board vets the company's 9-year and 3-year strategic plan; the Audit Committee holds individual meetings with external auditors, internal auditors and finance management teams twice a year to discuss important finance matters and give seminars to share experience with the management on finance and accounting issues. Respect for the rights of small shareholders can be seen in its efforts to communicate with them through networking sessions with directors after the AGM, e-newsletters and emails alert. Voluntary disclosures on land bank, sales targets are made and updates on new projects are provided to investors and stakeholders to raise transparency.

To safeguard business integrity, a whistle blowing policy has been in existence and "ethics experts" appointed to instill an ethical culture within the Company and with its business partners. Contractors are also required to fulfill a number of welfare and safety policies concerning their workers.

### 公司管治成就撮要

瑞安房地產是公司管治的先驅，這從其實行眾多較香港交易所規則及守則條文嚴格的措施中可見一斑。公司由董事會領導，董事會的11名成員中，6名為獨立非執行董事，「由獨立非執行董事領導董事會」已載入公司的組織章程細則。在維護公司誠信及股東權益方面，董事會發揮着積極作用。董事會全體成員審核公司的9年及3年戰略計劃；核數委員會每年與外部核數師、內部核數師及財政管理團隊單獨召開兩次會議，討論重要財政事宜，並舉行研討會，與高級管理層分享財政及會計事宜的經驗。公司不遺餘力地透過不同途徑與小股東進行交流，例如股東週年大會安排董事與小股東會面、寄發電子信函及電子郵件等，由此可見其對小股東權利的尊重。為提高透明度，瑞安房地產對土地存量、銷售目標作出大量披露，並向投資者及股東提供新項目的最新資料。

為維護商業誠信，瑞安房地產設立報告瀆職的揭發機制，聘任「道德專員」，以在公司內部及商業合作夥伴中貫徹道德文化。瑞安房地產亦要求承包商為其員工實行一系列的福利及安全政策。

### JUDGES COMMENTS 評獎委員評價

*"The Judging Panel is particularly impressed by the focus of the board and management in inculcating a culture of business integrity and community responsibility among not only the entire work force of the company but also among its contractors and suppliers. The pioneering work on environmental friendly materials and the emphasis by both the board and management on sustainable development is much to be admired and commended."*

「評獎委員會尤為欣賞董事會及高級管理層不單向公司全體職工，而且還向承包商及供應商反覆灌輸誠信經營的企業文化及社會責任感。該公司在環保型材料上的開創性成果以及董事會及高級管理層對可持續發展的重視令人欽佩和讚賞。」

## Agricultural Bank of China Limited 中國農業銀行股份有限公司

HK Stock Code 香港股份代號: 1288



中国农业银行  
AGRICULTURAL BANK OF CHINA

The predecessor of Agricultural Bank of China is Agricultural Cooperative Bank established in 1951. On 15 January 2009, the Bank was restructured into a joint stock limited liability company. On 15 and 16 July 2010, the Bank was listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange respectively. The Bank provides various corporate and retail banking products and services for a broad range of customers. In 2010, the Bank ranked 141th in the global Fortune 500 companies, and ranked 14th in The Banker's "Top 1000 World Banks" list in terms of profit before tax for the year of 2009. In 2010, the Bank was rated A1 / Stable by the Moody's.

中國農業銀行的前身最早可追溯至1951年成立的農業合作銀行。2009年1月15日改制為股份有限公司，並於2010年7月15日和16日分別在上海證券交易所和香港聯合交易所掛牌上市。中國農業銀行向客戶提供各種公司銀行和零售銀行產品和服務。2010年，在美國《財富》雜誌全球500強排名中，中國農業銀行位列第141位；在英國《銀行家》雜誌全球銀行1000強排名中，按2009年稅前利潤計，中國農業銀行位列第14位。2010年，穆迪信用評級為A1/穩定。

### Corporate Governance Achievement Highlights

Agricultural Bank of China has gone from strength to strength in its corporate governance since obtaining an honourable mention at last year's Awards.

Huge investment and efforts have been made to build a sound infrastructure that could withstand risks, strengthen control and expedite disclosure, all part and parcel of good corporate governance. Risk control operates to international standards including Basel II requirements, utilizing a range of self-developed, sophisticated computing systems while risk control managers are assigned to the branch level to conduct first line assessment. A multi-layered internal control infrastructure and accounting management system has been put into place and strict rules have been laid down to govern connected transactions; specific staff training has been conducted to ensure compliance.

The Bank is committed to make prompt and adequate disclosure via a set of fully developed codes and practices. Specific guidelines concerning the handling and disclosure of inside and substantial information have also been promulgated. To ensure expediency and accuracy, a system has been developed to capture and consolidate group business data on T+1 basis for prompt analysis and necessary reporting.

The relationship between different parties in the governance structure is clearly defined with a set of detailed codes and practice guidelines. Emphasis is given to instill a corporate governance culture through seminars and lectures at different levels of the Bank. A leading consulting firm has also been engaged to advise on the remuneration system and incentives scheme as well as creating effective evaluation and appraisal system. The Bank has quickly grown and expanded and by mid 2011 it has become the 6th largest in market capitalization amongst banks in the world and third in China.

### 公司管治成就撮要

中國農業銀行自去年獲得評獎委員嘉許獎後，在公司管治方面成效更見卓越。

中國農業銀行為建立健全的機制，作出巨大投資並不斷努力，以抵禦風險、加強監控及促進披露，這都是出色的公司管治必不可少的。銀行在利用一系列自主開發的成熟計算機系統的同時，派出風險控制經理到各分行進行一線評估，以令風險控制達到包括《新巴塞爾資本協議》要求在內的國際標準。銀行執行多層內部監控機制及會計管理體制，並實施嚴格規則監管關連交易，並向職員提供專職培訓，以確保合規性。

中國農業銀行根據一系列高度完善的守則及條例，致力於作出及時和充足的披露，亦頒佈有關處理及披露內幕及重要資料的特別指引。為確保便捷及準確的披露，銀行已制定一個體系，在T+1基礎上獲得並整合集團業務數據，務求作出及時分析和必要匯報。

中國農業銀行有一系列詳盡的守則及條例指引，清楚羅列管治架構中各方之間的關係；亦會透過不同階層間的研討會及講座，強調貫徹公司管治文化。銀行聘用一家領先的諮詢公司為薪酬制度及激勵計劃提供建議，並制定有效的評估及考核制度。中國農業銀行快速成長及壯大，截至2011年6月，中國農業銀行的市值已在世界銀行中排名第六，在中國排名第三。

### JUDGES COMMENTS 評獎委員評價

*"The Bank has made further important headway into improvement of the structures and processes of the board, in particular the engagement of the board in the bank wide implementation of up to date risk management processes linking board agreed risk appetites to front line operations and vice versa. The board's role in defining and monitoring risk as a central feature of corporate governance in the Bank appears to be bearing fruit in the low level Non Performing Loans and the good operating results in the Bank, in a difficult operating environment."*

「農行在改善董事會架構及程序方面已取得長足發展，尤其是董事會參與在機構內廣泛推行的最新風險管理程序、將董事會同意的風險承受水平落實到前線業務，相互貫徹這一舉措。董事會界定及監察風險是農行公司管治的一個主要特徵，董事會的這項職能帶來了低水平不良貸款及農行在困難的經營環境中取得良好經營業績的成果。」



Honourable Mention 評獎委員嘉許

Category for Hang Seng Composite Index Companies 恒生綜合指數成份股公司組別



## China Everbright Limited 中國光大控股有限公司

HK Stock Code 香港股份代號: 165



China Everbright Limited, with China Everbright Group as its parent company, is a diversified financial services company operating in both Hong Kong and Mainland China. Established in 1997, Everbright persistently pursues "3+2 Macro Asset Management" strategy, focusing on direct investment, asset management and asset investment, whilst developing fee-based businesses including investment banking and brokerage services.

中國光大控股有限公司為一家跨香港和中國內地的多元化金融控股企業，母公司為中國光大集團。光大控股于1997年成立，公司秉持“3+2大資產管理”戰略，專注發展直接投資、資產管理和產業投資業務，並形成與投資銀行和經紀業務等收費性業務共同發展的格局。

### Corporate Governance Achievement Highlights

China Everbright has a balanced shareholding structure with major shareholders holding 50.5% and the remaining 49.5% owned by public shareholders and is governed by a disciplined, prudent and transparent strategy. As a finance and investment company, risk control is key. Its risk management set up includes a well-qualified and INED-led Audit and Risk Management Committee to have oversight of the Group's reporting and audit issues and to manage the work of the external auditor. This Committee is supported by a dedicated Risk and Compliance Group comprising heads of different business units and a Risk Director, which is responsible for monitoring and analyzing risks that arise from the business operation. In the area of CSR, the Company runs "The Everbright Project" in collaboration with Caritas Family Crisis Support Centre which addresses psychological health issues of the middle class of Hong Kong.

#### 公司管治成就撮要

中國光大控股主要股東持有50.5%股份，公眾股東持有餘下49.5%，藉此實現持股量架構平衡，並利用嚴格、謹慎及透明的戰略進行監管。中國光大控股作為金融及投資公司，風險控制對其至關重要。中國光大設立了一套完備的風險管理制度，包括一個由獨立非執行董事領導的優秀核數及風險管理委員會，監督集團的匯報及核數事宜，並管理外部核數師的工作。委員會由專注的風險及合規小組支持，其中包括不同業務單位的領導以及一名風險總監，負責監管及分析業務經營中產生的風險。在公司社會責任方面，公司與明愛向晴軒合作舉辦「再晴計劃」，旨在解決香港中產階級人士的心理健康問題。

#### JUDGES COMMENTS 評獎委員評價

*"The Judging Panel recognizes that the company is involved in a business, which is highly challenging in terms of expertise, internal controls, risk management and disclosures. In each of these areas, the Judging Panel has noted that the board and management have made significant efforts to improve accountability and disclosure."*

「評獎委員會認為，公司所開展的業務在專業知識、內部監控、風險管理及披露方面極具挑戰性。委員會還留意到，無論在上述任何方面，董事會及高級管理層均不遺餘力地對問責制及披露事宜進行改善。」