

# 公司治理結構

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## CORPORATE GOVERNANCE

### **Corporate governance**

The Company has been actively improving the corporate governance of the Company and established a corporate governance system which comprises of shareholders' meeting, board of directors, board of supervisors and senior management of the Company pursuant to the requirements stipulated by the China Securities Regulatory Commission.

The board of directors currently has three independent non-executive directors, accounting for one-third of the total number of directors of the Company.

### **Performance of responsibilities by the independent non-executive directors**

The Company has established the independent non-executive directors' working system in accordance with the requirements set out in the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The independent non-executive directors of the Company actively participated in the board meetings held by the Company. They reviewed and approved the connected transactions of the Company, and provided advice on the operating strategies of the Company based on their professional knowledge. They actively contributed in protecting the overall interest of the Company and the legal rights of the shareholders of the Company as a whole.

The Company has received from each of its independent non-executive director an annual confirmation of his independence pursuant to the Listing Rule 3.13 and the company considers its three independent non-executive directors to be independent.

## 公司治理結構 (續)

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### CORPORATE GOVERNANCE

*(Continued)*

#### **2. The Company's independence of its holding company**

The Company maintains a labour system, personnel and salary management independent of China Shipping. The general manager, deputy general manager, chief financial officer and company secretary all received remuneration and allowance from the Company, and none of them holds any important position in its holding company.

All capital related to the operation of the Company remains under the control of the Company.

The composition of the Company is separate from China Shipping and the Company has its own business addresses.

The Company has its complete and independent businesses and independent operating capacity.

The Company has established an independent accounting department, accountant system and financial management system, and opened independent accounts with banks.

### **3. Remuneration Policy, establishment and performance of appraisal and encouragement mechanism**

The Company has implemented a performance appraisal and annual salary review system for the managerial staff of Tramp Branch and Tanker Branch. The Company has not implemented the annual salary review system for the managerial staff of its headquarters. However a performance appraisal, encouragement and restraint mechanism have been gradually put in place. The Company has established the salary distribution system, under which the salary is comprised of position salary, efficiency salary, standing salary, result salary and subsidiary salary. Position salary represents the difference in responsibilities of position; standing salary represents the difference in length of service; result salary represents the difference in contribution to the Company; and subsidiary salary represents the special treatment granted to specific staff of the Company. The Company shall take more efficient measures to enhance the staff management and give full effect to the performance of appraisal and encouragement mechanism.