

ESG STRATEGY AND REPORTING

This Report is prepared in accordance with the “Corporate Governance Code and Corporate Governance Report” and “Environmental, Social and Governance Reporting Guide” of Appendices 14 and 27 respectively of the Hong Kong Listing Rules. This Report covers reporting on environmental, social and corporate governance (“ESG”) issues of the Group’s remaining businesses comprising of retail and wholesale trading of watches, and watch supply chain management of its house brands and where applicable provides y-o-y comparisons. On 1 June 2018, the Group completed the Disposal of its entire optical business.

The Board acknowledges that it has overall responsibility for the Group’s ESG strategy and reporting. The Board is further responsible for evaluating and determining ESG related risks and ensuring that effective ESG risk management and internal controls are implemented. Management has provided confirmation to the Board on the effectiveness of these systems.

環境、社會及管治策略及匯報

本報告乃根據香港上市規則附錄十四《企業管治守則》及《企業管治報告》及附錄二十七《環境、社會及管治報告指引》而編製。本報告的內容覆蓋本集團餘下業務（包括鐘錶零售及批發貿易，以及其自家品牌的鐘錶供應鏈管理）的環境、社會及企業管治（「ESG」）事宜，在適用的情況下提供按年度比較。於2018年6月1日，本集團完成出售其整個眼鏡業務。

董事會知悉其對本集團的環境、社會及管治策略及匯報承擔全部責任，並負責評估及釐定有關環境、社會及管治之風險，並確保實施有效之環境、社會及管治風險管理及內部監控系統。管理層已向董事會確認該等系統之有效性。

Stelux has a long business history in the watch industry. We own CITY CHAIN, a leading retailer and Hong Kong SuperBrand, and also Swiss watch brand, SOLVIL et TITUS. Stelux is also the sole distributor for “SEIKO” watches and clocks and “GRAND SEIKO” watches in Hong Kong, Singapore and Malaysia.

Stelux’ ethos is to engage and work with our stakeholders in a responsible, fair and honest way. We strive to:

- provide high quality products and services of best value to our customers;
- grow, respect and reward our employees as they develop together with us;
- serve and contribute within our communities; and
- create and safeguard shareholders’ value in a sustainable manner.

Our management approach and the corresponding strategies adopted for ESG issues are founded on the above principles. Appropriate systems, SOPs and internal controls are built upon these core foundations to achieve the Group’s business objectives.

We strive for our employees to work within a culture where respect for others is encouraged, rewards are fair and the workplace is safe and conducive, allowing for an optimal environment to engage with and deliver to our stakeholders and others in general. The Group’s vendors and suppliers are a key part of the success equation as we work with them to source, produce and deliver high quality products to our customers. Procedures are in place to ensure that we partner vendors and suppliers who understand our values and expectations. Our customers are pivotal and without their support and custom, delivery of quality products and services cannot be achieved. Finally, our shareholders look for sustainable performance delivered within the parameters of good corporate governance, environmental awareness and community engagement.

Our stakeholders each interacting with and supporting the other work together to facilitate the Group’s objectives, and its success.

寶光在鐘錶業界擁有悠久的業務歷史。本集團旗下擁有「時間廊」，一間居領導地位並榮獲「香港超級品牌」殊榮的零售商，亦擁有瑞士鐘錶品牌 SOLVIL et TITUS。寶光亦為「精工」及「GRAND SEIKO」鐘錶於香港、新加坡及馬來西亞的獨家經銷商。

寶光的使命是以盡責、公平及誠實的方式處事並與權益人合作。本集團致力：

- 為顧客提供優質的產品和服務；
- 讓與公司一同發展的員工得到成長、受到尊重、獲得應得的獎勵；
- 為社會服務、貢獻；及
- 持續為股東創造價值、保證股東長期權益。

本集團根據以上的原則制訂有關環境、社會及管治事宜的管理方針及相關策略，並基於此等核心基礎建立合適系統、標準作業程序及內部監控措施，以達致本集團的業務目標。

本集團致力推廣互相尊重的企業文化、提供公平的獎勵制度及安全且便利的工作空間，同時為權益人及其他相關人士提供理想的合作環境。本集團一直致力與廠商及供應商合作從而採購、生產優質的產品並提供予顧客，彼等乃本集團成功的重要元素。本集團亦已制訂若干程序，以確保與本集團合作的廠商及供應商充分了解本集團的價值及期望。本集團的客戶亦十分重要，若缺乏客戶支持和惠顧，本集團便無法達成提供優質產品和服務的願景。最後，本集團股東期望可在達致良好企業管治、環境關注及社區參與的同時為本集團持續創造佳績。

權益人互相合作、支持，促使本集團能夠達致目標，從而取得成功。

A. Environmental

Aspect A1: Emissions

General Disclosure

Information on the policies; and compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste

KPI A1.1 to KPI A1.6 are not applicable. The nature of the Group's products, namely watches, are such that emissions discharged during the production process are not material. Moreover, the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers. Emissions discharged from the services the Group provides are also not material.

There are no relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that the Group has to comply with.

A. 環境

層面 A1：排放物

一般披露

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策；及遵守對發行人有重大影響的相關法律及規例的資料

關鍵績效指標 A1.1 至關鍵績效指標 A1.6 並不適用。本集團產品（即鐘錶）在生產過程中的污染排放並不嚴重。另外，本集團向第三方品牌購買鐘錶的製成品，並將自家品牌產品的製作工序外判予第三方製造商。本集團服務所引致的污染排放亦不嚴重。

概無本集團須遵守的有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的相關法律及法規對本集團造成重大影響。

Aspect A2: Use of Resources

General Disclosure

Policies on the efficient use of resources, including energy, water and other raw materials

The Group has policies on the efficient use of resources, including energy, water and other raw materials are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A2.1

Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh) and intensity (e.g. per unit of production volume, per facility)

Since the Group buys complete watches from third party brands and also outsources the production of its house brand products to third party manufacturers, direct energy consumption figures are not available. The Group's indirect energy consumption for electricity for shops, offices and warehouses is not material.

KPI A2.2

Water consumption is not material in the production of the Group's house brand products or the services it provides.

層面 A2：資源使用

一般披露

有效使用資源(包括能源、水及其他原材料)的政策

本集團的有效使用資源(包括能源、水及其他原材料)的政策乃基於在可行情況下的環保3R原則而定，分別為減量(Reduce)、再利用(Reuse)及循環使用(Recycle)。

關鍵績效指標 A2.1

按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千瓦時計算)及密度(如以每產量單位、每項設施計算)

由於本集團向第三方品牌購買鐘錶的製成產品，並將自家品牌產品的製作工序外判予第三方製造商，因此並無任何直接能源耗量數據。本集團的店舖、辦公室及倉庫電力的間接能源耗量並不重大。

關鍵績效指標 A2.2

本集團自家品牌產品的生產過程或其提供服務的耗水量並不重大。

KPI A2.3

The Group has numerous energy efficiency initiatives currently in place. These include the following:-

- Store fixtures and fittings are designed to be reused. Percentage of reuse ranges between 80% to 90% with a life expectancy of between 5 to 7 years. Natural materials like metal, wood and glass that are easier to reuse and recycle are the main building materials utilised in our store fit out and these materials constitute between 80% to 90% of store fixtures and fittings.
- Office equipment are switched off or on electricity saving mode at the end of the work day.
- Office air conditioning and lights are switched off when not in use.
- Office lighting are switched off during lunch.
- Energy saving lighting is used in most of our offices, stores and warehouses.
- Paperless meetings are encouraged. For example, the Company's board meetings are paperless and directors are assigned ipads. When printing is necessary use of double sided printing is encouraged and single sided printed paper is reused.
- Communal use of office stationary, like staplers, erasers, hole punchers, calculators instead of assigning one unit to each employee.
- Ordering of office stationary, including paper, letterheads and name cards are centralised for better monitoring and control.
- Pre-approval is required for all staff air travel and staff are encouraged to use teleconferencing, video conferencing or other meeting tools, like Skype, FaceTime, WhatsApp or WeChat to conduct meetings to reduce travelling. Our offices in different regions are supported and linked by video conferencing facilities.

關鍵績效指標 A2.3

本集團目前已推行多項能源使用效益計劃，包括：

- 重用店舖的裝置和設備。設備重用的百分比介乎80%至90%，預期壽命介乎5至7年。較易再利用及循環使用的金屬、木材及玻璃等天然材料乃本集團店舖設備的主要建造材料，店舖內近80%至90%的裝置和設備由該等天然材料製造。
- 每天辦公時間結束後關掉辦公室設備或切換至節能模式。
- 在不使用時關掉空調和照明系統。
- 午飯期間關燈。
- 在大部分辦公室、店舖及倉庫安裝節能照明裝置。
- 鼓勵無紙張會議。例如，本公司的董事會會議不會使用紙張，並會向董事分派ipad。當有需要列印時，公司鼓勵雙面印刷及重用單面印刷的紙張。
- 不會向每名員工分派文具，相反，鼓勵員工共同使用釘書機、擦膠、打孔機及計算機等文具。
- 統一訂購辦公室文具(包括紙張、信封及卡片)，方便監控。
- 所有員工的商務航空旅程須獲預先批准，而本集團亦鼓勵員工使用電話會議、視像會議或透過其他會議方式(例如：Skype、FaceTime、WhatsApp或WeChat)進行會議，從而減少外遊。本集團不同地區的辦公室亦可通過視像會議設備取得支援及聯繫。

KPI A2.4

Water consumption is not material in the production of the Group's house brand products or the services it provides.

KPI A2.5 Total packaging material

Packaging that the Group uses include bags and watch boxes, made from paper, plastic or metal.

For FY18/19, total packaging used by the Group was around 0.052 thousand tonnes, falling by nearly 70% y-o-y.

Aspect A3: The Environment and Natural Resources

General Disclosure

Policies on minimising the issuer's significant impact on the environment and natural resources

The Group's policies are based on 3R's – reduce, reuse or recycle whenever feasible or practical.

KPI A3.1

Policies are adopted to enable the manufacture of house brand watches to meet higher European standards like CE, RoHS and REACH to the extent possible, even though these standards are not mandatory in Asia, our primary and major market. More information on these standards can be found on the following links:–

CE-European Conformity

https://ec.europa.eu/growth/single-market/ce-marking_en

RoHS – Restriction on Hazardous Substances

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

關鍵績效指標A2.4

本集團自家品牌產品的生產過程或其提供的服務不涉及重大水耗量。

關鍵績效指標A2.5 包裝材料的總量

本集團使用的包裝物件包括手提袋及鐘錶盒，由紙張、塑膠或金屬製成。

於18/19財政年度，本集團使用的包裝材料的總量約為0.052千噸，按年減少近70%。

層面A3：環境及天然資源

一般披露

減低發行人對環境及天然資源造成重大影響的政策

本集團的政策乃基於在可行情況下的減量、再利用及循環使用的環保3R原則。

關鍵績效指標A3.1

儘管此等歐洲標準於亞洲(集團的基本及主要市場)並非強制性，集團政策在可行的範圍內使自家品牌鐘錶的生產上符合較高的歐洲標準，如CE、RoHS及REACH。有關標準的更多詳情，請參閱以下網址：–

CE-European Conformity (歐洲合格認證)

https://ec.europa.eu/growth/single-market/ce-marking_en

RoHS – Restriction on Hazardous Substances (危害性物質限制指令)

http://ec.europa.eu/environment/waste/rohs_eee/index_en.htm

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

For details on managing these policies, please see “Aspect B5 Supply Chain Management” on page 208 to 209.

B. Social

Employment and Labour Practices

Aspect B1: Employment

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare

The Group has established employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

These policies and guidelines are:–

Recruitment and Promotion

1. We are an equal opportunities employer. We promote and adopt a policy of equal opportunities to eliminate discrimination on the basis of gender, family status and disability amongst others, in employment and the workplace. For example, City Chain Hong Kong, employs persons with disabilities as watch technicians.
2. We hire and promote based on merit.
3. We hire and promote those who share our values and work ethics; and those who demonstrate initiative, responsibility and integrity.

REACH – Registration, Evaluation, Authorization and Restriction of Chemicals (化學品註冊、評估、授權和限制法案)

http://ec.europa.eu/environment/chemicals/reach/reach_en.htm

有關本公司管理以上政策的詳情，請參閱第208頁至209頁「層面B5：供應鏈管理」。

B. 社會

僱傭及勞工常規

層面B1：僱傭

一般披露

有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定符合適用僱傭、勞工法例、法規及常規的僱傭政策及指引。

該等政策及指引為：–

招聘及晉升

1. 我們是平等機會僱主。本公司採納相關政策，致力消除招聘及職場上的性別、家庭狀況及殘疾等歧視。例如香港「時間廊」僱用殘疾人士擔任鐘錶維修員。
2. 我們按照表現僱用及晉升。
3. 我們僱用及晉升有共同價值觀及職業道德，並表現主動、有責任心及誠信之人士。

Compensation

1. Remuneration and benefits are benchmarked against prevailing local industry norms and commensurate with experience and qualifications.
2. For certain employee categories, performance bonuses and commission schemes are adopted as part of remuneration packages to incentivise.

Dismissal

This is based on employment policies and guidelines that are compliant with applicable local employment and labour legislation, regulations and practices.

Working hours, rest periods, and other benefits and welfare

Working hours, rest periods, and other benefits and welfare are in line with applicable local employment and labour legislation and regulations, local industry practice and/or where applicable commensurate with experience, qualification and seniority.

During FY2018/19, there was no material non-compliance with applicable employment or labour legislation and/or regulations.

Aspect B2: Health and Safety

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Issuer relating to providing a safe working environment and protecting employees from occupational hazards

One of our foremost priorities is to provide employees with a safe and conducive working environment.

1. Office employees are assigned individual work stations unless due to the nature of work, this is considered unnecessary.
2. Offices, stores and warehouses are properly lit and ventilated and kept clean and tidy.
3. Offices, stores and warehouses are smoke-free.

薪酬

1. 薪酬及福利以現行本地行業常規為準，並按經驗及資格調整。
2. 就若干員工類別而言，採用表現花紅及佣金計劃為薪酬獎勵計劃一部份。

解僱

解僱依符合適用的本地僱傭及勞工法例、法規及常規的僱傭政策及指引執行。

工作時數、假期及其他待遇及福利

工作時數、假期及其他待遇及福利與適用的本地僱傭及勞工法例及規例、本地行業慣例一致，及／或（如適用）按經驗、資格及年資調整。

於2018/19財政年度，並無嚴重違反適用的僱傭或勞工法例及／或規例。

層面 B2：健康與安全

有關提供安全工作環境及保障僱員避免職業性危害的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團首要優先事項之一是向僱員提供安全方便的工作環境。

1. 除非工作性質所需，否則辦公室僱員毋須被調派至個別工作地點。
2. 辦公室、店舖及倉庫具備妥善照明及通風系統，環境保持整潔。
3. 辦公室、店舖及倉庫均禁煙。

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| <p>4. Furniture, fittings and other office equipment and air conditioning and ventilation systems (where applicable) are regularly inspected and maintained.</p> <p>5. Security measures are in place at our offices and warehouses to restrict entry and exit only to employees and permitted visitors.</p> <p>6. We follow applicable government work guidelines, for example in Hong Kong, on typhoon and rainstorm warnings.</p> <p>7. Free yearly influenza vaccinations are offered to staff in Hong Kong (and to their families at discounted rates).</p> <p>8. Eligible managerial staff and above in Hong Kong are offered free basic body check-ups every two years.</p> | <p>4. 傢俬、配置及其他辦公室設備以及空調及通風系統(如適用)獲定期檢查及保養良好。</p> <p>5. 辦公室及倉庫設有保安措施，僅限員工及許可訪客進出。</p> <p>6. 我們遵照香港有關颱風及暴雨警告的適用政府工作指引。</p> <p>7. 每年為香港員工提供免費流感疫苗接種(員工家屬享有折扣)。</p> <p>8. 香港的合資格管理人員及以上職級每兩年享有免費基本身體檢查。</p> |
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Aspect B3: Development and Training

Policies on improving employees' knowledge and skills for discharging duties at work

Our customers enjoy and have come to expect a personal experience when they shop with us. As there is a direct correlation between service standards and employee development and training, proper emphasis is given to training.

Group policies on employee development and training are set out below:–

1. Store staff receive both regular and ad hoc training.
2. New staff undergo orientation.
3. Training is generally conducted internally.
4. Training and development are given in relevant areas like, product knowledge, customer servicing, correct sales techniques and new laws and regulations that impact on business operations.
5. Follow-up evaluation is carried out after training and development to ensure effectiveness.

層面 B3：發展及培訓

有關提升僱員履行工作職責的知識及技能的政策

客戶於店舖購物時可享受並擁有個人體驗。由於服務水平與僱員發展及培訓息息相關，我們重視提供充足的培訓。

本集團關於僱員發展及培訓的政策載列如下：–

1. 店舖員工定期及不時接受培訓。
2. 新員工有迎新會。
3. 培訓一般於內部進行。
4. 提供相關範疇的培訓及發展，例如產品知識、客戶服務、正確銷售技巧及對業務經營可能有影響的新法例及規例。
5. 培訓及發展後進行跟進評估以確保成效。

Aspect B4: Labour Standards*General Disclosure*

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Issuer relating to preventing child and forced labour

The Group has a zero tolerance policy on bonded or underaged labour.

Aspect B5: Supply Chain Management

Policies on managing environmental and social risks of the supply chain

1. The Group outsources the manufacturing process of its house brand products by partnering suppliers who share our principles to conduct business in a fair, honest and responsible manner.
2. Our suppliers are contractually obliged to ensure that they do not employ bonded or underaged labour.
3. Our suppliers are contractually obliged to supply products that are free from toxic materials.
4. Our suppliers are encouraged to align their values with the Group by agreeing to adopt certain Standards of Engagement which form part of the contracts they sign. These Standards include the following:–
 - (i) No compulsion to work through force or intimidation of any form.
 - (ii) Employment to be based solely on the ability to perform the job and without any discrimination due to ethnicity, gender, age, disability or marital status.
 - (iii) Fair wages and all other legally mandated benefits should be paid.
 - (iv) Provision of a safe and hygienic working environment which complies with local laws or practices.

層面 B4：勞工準則*一般披露*

有關防止童工或強制勞工的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團對抵債或未成年勞工採取零容忍政策。

層面 B5：供應鏈管理

管理供應鏈的環境及社會風險政策

1. 本集團將自家品牌產品的製作工序外判，務求與擁有共同營商理念的供應商合作，以公平、誠實及盡責之態度經營業務。
2. 供應商受合約約束，確保其不可僱用抵債或未成年勞工。
3. 供應商受合約約束，提供產品須不含有毒物質。
4. 鼓勵供應商同意採用所訂合約中若干行為標準，使理念與本集團一致。該等標準包括以下事項：–
 - (i) 不得以任何武力或威嚇形式強迫工作。
 - (ii) 僱傭僅依據履行工作的能力，概不因種族、性別、年齡、殘障或婚姻狀況而遭受歧視。
 - (iii) 支付公平工資及一切其他合法待遇。
 - (iv) 提供安全衛生的工作環境，符合本地法例或慣例。

- (v) Integration of sustainability principles into business decisions.
- (vi) Community involvement.

Aspect B6: Product Responsibility

General Disclosure

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress

As a provider of high quality products and services, we take our responsibilities relating to the products and services that we deliver very seriously. Customer safety is paramount. Quality control and assurance processes are closely monitored.

Personal data policies and SOPs are in place to ensure that applicable laws are followed. Our policies on consumer data protection explain the meaning of personal data, and the general principles relating to its collection, use, retention and disposal according to local applicable privacy laws.

The Group takes the confidentiality and handling of personal data very seriously and employees who breach policies or the Group's related guidelines may face disciplinary action.

We do not engage in false advertising or false labelling. Products sold generally come with warranties and our warranty and exchange policies are clearly stated. There are SOPs relating to product after-sales, product warranties and product exchange.

Our intellectual property rights are protected and managed through registration, maintenance and enforcement measures. Copyright relating to designs for our house brand products are systematically stored. We respect third party intellectual property rights and will not knowingly use third party intellectual rights without authorisation.

- (v) 業務決策須秉持可持續發展原則。
- (vi) 融入社區。

層面 B6：產品責任

一般披露

有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策；及遵守對本集團有重大影響的相關法律及規例的資料

作為優質產品及服務的提供者，本公司十分重視產品及服務提供的責任。顧客安全一向被視為極其重要的一環。品質控制及保證均受嚴格監控。

本公司已制訂個人資料政策及標準作業程序，以確保遵從適用法例。本公司的客戶資料保護政策已詳述個人資料的定義，以及依據當地適用私隱法例收集、使用、保留及處置該等資料的一般原則。

本集團嚴肅處理個人資料並將其保密。僱員如有違反此政策或本集團相關指引，或會面臨紀律處分。

本公司絕不進行虛假宣傳或使用虛假標籤。產品一般提供保養期，而保養及退貨的政策均明確標示。本公司已制訂產品售後服務、產品保養及退貨的標準作業程序。

我們透過註冊、維護及強制措施管理及保護本集團的知識產權。與本集團自家品牌產品設計有關的版權已按系統化的方式儲存。我們尊重第三方的知識產權並將不會未經授權下使用第三方知識產權。

Aspect B7: Anti-corruption*General Disclosure*

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering

The Group has established anti-corruption policies and all employees are expected to discharge their duties with integrity and to follow relevant local laws. Our anti-corruption policies are set out in our Employee Handbooks and Operations Manuals.

The Group has a whistle blowing policy with clearly stated reporting procedures set out in Employee Handbooks and/or on the intranet.

In Hong Kong, the ICAC are invited to conduct training seminars annually.

Aspect B8: Community Investment*General Disclosure*

Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests

Through community engagement, the Group aims to:-

- show love, to give hope and to support the disadvantaged;
- encourage compassion and empathy in our employees;
- foster a sense of community within Stelux; and
- empower through education.

層面 B7：反貪污*一般披露*

有關防止賄賂、勒索、欺詐及洗黑錢的政策；及遵守對發行人有重大影響的相關法律及規例的資料

本集團已制定反貪污政策，全體僱員應遵守相關本地法例，以誠信履行職務。我們的反貪污政策載於僱員手冊及業務手冊。

本集團已制定舉報政策，並在僱員手冊及／或內聯網清楚列明有關舉報程序。

在香港，每年均會邀請廉政公署進行培訓研討會。

層面 B8：社區投資*一般披露*

有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策

透過社區參與，本集團期望：-

- 表達關愛，為弱勢社群送上希望與支持；
- 鼓勵僱員要憐憫和有同情心；
- 於寶光內培養團體歸屬感；及
- 教育使人有所成就。

With the above objectives in mind, we engage with those within our communities with specific emphasis on:-

- the elderly poor
- the homeless
- poor immigrant families; and
- children and youth

to provide them with:-

- basic sustenance and daily necessities
- social interaction and integration with the wider community; and
- education

Our policies on giving are:-

- to partner reliable registered charities. Partnerships are reviewed annually
- to adopt a “no frills” approach to maximise each dollar donated
- employee volunteering during work hours are capped at 6 hours per employee for each financial year. There is no cap outside of work hours
- activities and giving focus on target groups and their identified needs
- receipts must be issued by a charity for the donations with a breakdown of costs, where applicable

Periodic appraisal meetings are held with the charities we support to understand specific needs and to ensure contributions are appropriately disbursed.

就上述目標而言，幫助社區人士，特別是：-

- 貧困長者
- 無家可歸者
- 貧困的新移民家庭；及
- 兒童及青少年

以為彼等提供：-

- 基本物資及日常用品
- 社會互動及與更廣泛的社區融合；及
- 教育

本集團的捐獻政策為：-

- 與可靠的註冊慈善機構合作。夥伴關係每年進行審查
- 善用捐獻，以達至最大效益
- 每財政年度各員工在工作時間進行義務工作的時數上限為6小時。工作時間以外沒有上限
- 活動及捐獻重點關注目標群體及其確定的需求
- 捐款的收據(包括成本的明細(倘適用))必須由慈善機構發放

本集團定期與慈善團體召開檢討會議，以了解他們的具體需要，並確定本集團的捐獻被適當地運用。

Stelux' charitable volunteer team participated in various activities with charities like Hong Fook Church Bradbury, The Tsung Tsin Mission of Hong Kong Social Service, Evangel Children's Home, Hong Chi Association, Food Angel and Orbis which target low-income families, orphans and children from broken families, those with intellectual special needs and sight saving respectively. Sponsorships included year long donations of free tutorial classes for underprivileged students; gift packages of basic groceries, fresh fruits, vegetables and fish to food banks for low-income families. Sponsorships further included ad-hoc activities like hosting groups of young children to attend art jamming workshops; attending a food charity to understand its work and mission and helping in food preparation, sponsoring the "Hong Chi" Flag Day, helping to raise donations for "ORBIS World Sight Day 2018". Our volunteer team continues to grow in size and services with experienced volunteers and new volunteers joining in the activities.

寶光慈善義工隊參與各式各樣的義工活動，與播道會康福堂、基督教香港崇真會社會服務部、播道兒童之家、匡智會、惜食堂及奧比斯等慈善團體合作。以上慈善團體致力協助低收入家庭、孤兒及破碎家庭的小朋友、智障人士及救盲。贊助包括為貧困學生提供為期一年的免費功課輔導班；向食物銀行提供給予低收入家庭的基本雜貨、新鮮水果、蔬菜及鮮魚。贊助還包括特別活動，例如攜帶小朋友參與藝術創作工作坊；參與食品慈善機構的活動，了解其工作及使命，並協助準備食物；贊助匡智會賣旗日；協助「奧比斯世界視覺日2018」的籌款工作。我們的義工團隊規模及服務次數日漸增加，新加盟的義工聯同資深義工攜手參與活動。



During the year, our Hong Kong subsidiary, the sole distributor for “SEIKO” and “GRAND SEIKO” sponsored over 40 sports and charitable events, including the “Standard Chartered Hong Kong Marathon 2019”, the “Stanley International Dragon Boat Championships 2018”, the “20th Hong Kong International Dragon Boat Championships”, “Hong Kong Cyclothon”, the “Asian U18 Athletics Championship”, “Hong Chi Climathon”, and the “UNICEF Charity Run”.

「精工」及「GRAND SEIKO」的獨家經銷商（本集團的香港附屬公司）於年內贊助超過40項體育及慈善活動，包括「渣打香港馬拉松2019」、「赤柱國際龍舟錦標賽2018」、「第二十屆香港國際龍舟錦標賽」、「香港單車節」、「亞洲U18田徑錦標賽」、「匡智慈善跑樓梯大賽」及「聯合國兒童基金會慈善跑」。



1. CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to improve transparency and protect the interests of shareholders in general. The Board of directors (the “Board”) of the Company is committed to making sure that effective self-regulatory practices exist to protect the interests of its shareholders. These include a Board comprising experienced and high calibre members, board committees, and effective and sound systems of risk management and internal controls.

This section describes the Company’s corporate governance practices with specific reference to the Corporate Governance Code contained in Appendix 14 (the “Corporate Governance Code”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). During the financial year ended 31 March 2019, the Company complied with the provisions of the Corporate Governance Code except for certain deviations. These deviations with considered reasons are set out in this Report.

2. DIRECTORS’ AND EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the “Model Code”) as the code of conduct regarding directors’ securities transactions.

The Company has also made specific enquiry of all its directors to ascertain whether they have complied with or whether there has been any non-compliance with the required standard set out in the Model Code.

In addition, the Board has established written guidelines on no less exacting terms than the Model Code for relevant employees of the Company and its subsidiaries (the “Group”) in respect of these employees’ dealings in the securities of the Company.

1. 企業管治常規守則

本集團致力維持高水平企業管治，以確保維持更高透明度以及維護股東整體利益。本公司董事會（「董事會」）致力確保具備有效的自我監察常規，以保障其股東的利益，當中包括設立由資深能幹人員組成的董事會、董事委員會以及實施有效及完善的風險管理及內部控制系統。

本部分闡述本公司的企業管治常規，當中特別參照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）。截至2019年3月31日止財政年度，本公司已遵守企業管治守則條文，惟本報告所述偏離事項則除外。偏離守則之因由，在本報告內亦有詳述。

2. 董事及僱員進行證券交易

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守守則。

本公司亦已向全體董事作出具體查詢，以確定彼等是否遵守標準守則所載規定標準，並無違規的情況。

此外，董事會已就本公司及其附屬公司（「本集團」）有關僱員買賣本公司證券事宜訂立書面指引，指引條文不比標準守則寬鬆。

3. BOARD OF DIRECTORS

The Board assumes responsibility for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising its affairs. Every director is expected to discharge his or her duties in good faith and up to the standard of prevailing applicable laws and regulations, acting objectively in the best interests of the Group.

Proposals for appointments to the Board are based on the Company's board diversity and nomination policies.

The Board currently comprises of 5 members; two executive directors and three independent non-executive directors (with a female independent non-executive director).

Under Code Provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. Under the current organisation structure of the Group, Mr. Joseph C. C. Wong is the Chairman and CEO of the Group. The Board believes that with Mr. Joseph C. C. Wong acting as both Chairman and CEO ensures consistent leadership and further enables better strategic planning for the Group. The Board also believes that the non-separation of roles does not affect the balance of power and authority within the Board.

The independent non-executive directors are highly experienced individuals with a broad range of expertise and experience including in areas such as accounting, tax, engineering and environmental and healthy life style consulting. Together, they ensure that the Board maintains high standards of financial accounting and other mandatory reporting; providing adequate checks and balances to safeguard the interests of shareholders in general and the Group as a whole.

3. 董事會

董事會負有領導及監控本集團的責任，並集體負責統管並監督本集團事務以促使其業務成功。各董事應本著真誠且符合現行適用法例及法規所訂標準履行其責任，並客觀地以本集團之最佳利益行事。

委任董事會成員的建議乃根據本公司董事會成員多元化政策及提名政策而提出。

董事會有五名成員，包括兩名行政董事及三名獨立非行政董事（其中一名獨立非行政董事為女性）。

根據企業管治守則的守則條文第A.2.1條規定，主席與行政總裁（「行政總裁」）的角色應有區分，並應由不同人士擔任。根據本集團現有組織架構，黃創增先生現為本集團主席及行政總裁。董事會認為，主席及行政總裁之角色由黃創增先生同時兼任，確保本集團內統一領導，從而使本集團之整體策略計劃更佳。董事會亦相信，董事會內之權力制衡並不會受到不區分角色影響。

獨立非行政董事為資深專業人士，各自擁有不同專業知識及經驗，彼等分別來自包括會計、稅務、工程及環境以及保健諮詢等界別。彼等須共同確保董事會維持高水平的財務會計及其他法定匯報機制，提供足夠檢測及權衡，以保障股東及本集團整體利益。

3. BOARD OF DIRECTORS (Continued)

To assist the directors to discharge their duties, there are established written procedures to enable the directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense.

The term of office of the Company's non-executive directors, including the independent non-executive directors, is 3 years, subject to retirement by rotation (pursuant to Bye-law 110(A) of the Company's Bye-laws), whichever is the earlier.

Under Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Not all directors of the Company retire strictly under Code Provision A.4.2. The Company's Bye-Laws 110(A) stipulates that, one-third of the directors of the Company who have been longest serving in office since their last election, except the Chairman or CEO, shall retire from office by rotation at each annual general meeting ("AGM").

Both the Board and management have clearly defined roles and responsibilities. The Board is ultimately responsible for establishing the overall long term strategic direction and objectives of the Group, monitoring the performance of senior management and oversees corporate governance and risk management and internal control systems. Management is responsible for formulating and implementing operational and business strategies and plans to achieve the Group's strategic direction. Directors have access to management for enquiries, explanations, briefings or informal discussions on the Group's operations and businesses.

3. 董事會 (續)

為協助董事履行職務，董事會已制訂書面程序，讓董事按合理要求，可在適當情況下尋求獨立專業意見，有關費用由本公司支付。

本公司非行政董事（包括獨立非行政董事）的任期為三年，並須根據本公司的公司細則第110(A)條規定輪席告退，以較早者為準。

根據守則條文第A.4.2條，各董事（包括有指定任期的董事）應最少每三年輪席告退一次。本公司細則第110(A)條規定除主席或行政總裁外自上次獲選起計任期最長的三分之一董事須於每次股東週年大會（「股東週年大會」）輪席告退，並非本公司全體董事均須嚴格遵照守則條文第A.4.2條告退，惟須根據本公司的公司細則告退。

董事會及管理層均有明確界定的角色和職責。董事會負責確立本集團整體長遠策略方向及目標策略、監察高級管理人員之表現以及監控企業管治、風險管理及內部監控系統。管理層則負責制定營運及業務策略及政策及達致本集團策略方向的計劃。各董事均可聯絡管理層，就本集團的營運和業務查詢任何問題、要求作出解答、要求提供簡報或作非正式交流。

3. BOARD OF DIRECTORS (Continued)

The Board held a total of ten board meetings and passed circular resolutions during the financial year and up to the date of this Report. At the board meetings, different issues and matters were discussed and reviewed including, approval of the Group's FY18/19 interim results and FY18/19 final results; reviewing financial and operating performances of the Group; approval of new and/or renewals of borrowing facilities; approval of new and renewals of continuing connected transactions; appointing a replacement auditor; conducting an annual review of the effectiveness of the system of internal controls of the Company and its subsidiaries, reviewing risk management framework and identifying top risks and corresponding mitigation actions. Details of the directors' attendance at the board meetings during the financial year and up to the date of this Report are set out below. All businesses transacted at the board meetings are well documented and the records are maintained in accordance with applicable laws and regulations.

3. 董事會 (續)

董事會於本財政年度及直至本報告日期共舉行十次董事會會議並通過多項書面決議案。在該十次董事會會議上討論及檢討多方面事宜，包括通過本集團18/19財政年度中期業績及18/19財政年度末期業績；檢討本集團財務及營運表現；批准新及／或重續借貸融資；批准新及重續持續關聯交易；委任替代核數師；對本公司及其附屬公司的內部監控制度的成效進行年度檢討；檢討風險管理框架、辨別重大風險及相關緩解措施。於本財政年度及直至本報告日期，各董事於董事會會議之出席詳情載列如下。於董事會會議討論之各項事務均詳細記錄，並按照適用法例及法規存備有關記錄。

Date of board meeting	董事會會議舉行日期	Total no. of Directors 董事總人數	No. of Directors present 出席董事人數
17 April 2018	2018年4月17日	5	5
16 May 2018	2018年5月16日	5	5
21 June 2018	2018年6月21日	5	5
17 July 2018	2018年7月17日	5	5
24 October 2018	2018年10月24日	5	5
20 November 2018	2018年11月20日	5	5
22 January 2019	2019年1月22日	5	4
12 March 2019	2019年3月12日	5	5
22 May 2019	2019年5月22日	5	4
20 June 2019	2019年6月20日	5	5

3. BOARD OF DIRECTORS (Continued)

3. 董事會 (續)

Director 董事		No. of board meetings attended/held in FY18/19 於18/19財政年度出席/ 召開之董事會會議數目
Executive Directors		
Mr. Joseph C. C. Wong (Chairman and Chief Executive Officer)	行政董事 黃創增先生 (主席及行政總裁)	10/10
Mr. Wallace Kwan Chi Kin (Chief Financial Officer)	關志堅先生 (首席財務總裁)	10/10
Non-executive Directors		
Mr. Wu Chun Sang (<i>independent</i>)	非行政董事 胡春生先生 (<i>獨立</i>)	9/10
Professor Lawrence Wu Chi Man (<i>independent</i>)	胡志文教授 (<i>獨立</i>)	10/10
Dr. Agnes Kwong Yi Hang (<i>independent</i>)	鄺易行博士 (<i>獨立</i>)	9/10

During the financial year, the Company held a Special General Meeting on 19 April 2018 and its Annual General Meeting (“AGM”) on 20 August 2018. No other general meetings were held during the financial year. Details of the directors’ attendance at the Special General Meeting and AGM are set out below:

19 April 2018

Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

20 August 2018

Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Professor Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

The Chairman of the Company was not present at the SGM, as it was a general meeting of independent shareholders and at the AGM due to personal reasons.

The Board is supplied with relevant information by management pertaining to matters to be brought before the Board for decision as well as reports relating to internal controls, risk management or financial performance of the Group before each regular board meeting. At least 14 day’s notice of a regular board meeting is given to all directors giving them the opportunity to attend. Board papers are despatched to directors generally at least 3 days before the meeting and in any event as soon as practicable, in all instances, ensuring that they have sufficient time to review the papers and are adequately prepared for the meeting.

於本財政年度，本公司於2018年4月19日舉行股東特別大會及於2018年8月20日舉行股東週年大會（「股東週年大會」）。於本財政年度概無舉行其他股東大會。董事出席股東特別大會及股東週年大會之詳情載列如下：

2018年4月19日

關志堅先生
胡春生先生
胡志文教授
鄺易行博士

2018年8月20日

關志堅先生
胡春生先生
胡志文教授
鄺易行博士

由於股東特別大會為獨立股東大會，本公司主席並無出席有關大會；而由於私人理由，本公司主席亦無出席股東週年大會。

於每次定期董事會會議召開前，管理人員會向董事會提供與將提呈董事會決議事項有關之資料以及有關本集團內部監控、風險管理或財務表現之報告。於定期董事會會議舉行至少14天前向全體董事發出通告，讓董事有機會出席。董事會文件一般須於會議舉行至少3天前派發予董事，並無論如何應在切實可行情況下盡快作出有關安排，以確保董事有足夠時間審閱會議文件及為會議作出充足準備。

3. BOARD OF DIRECTORS (Continued)

The proceedings of board meetings are generally conducted by the Chairman of the Company who ensures that sufficient time is allocated for discussion and consideration of items on the agenda and also ample opportunities are given to directors to speak, express their views and share their concerns. The Chairman held a meeting on 12 March 2019 with the independent non-executive directors without the other directors present.

Under Code Provision A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. As such the directors are encouraged to participate in continuous professional development. Courses have been regularly circulated to directors for their selection and materials are circulated for their reading.

In particular, training attended by Mr. Wu Chun Sang (Chairman of the Audit Committee) included the following: “會計業界稅務座談會”, “2018海峽兩岸及港澳地區會計師行業研討會”, “Annual Auditing Update 2017 “Broadening the Horizons””, “Annual Accounting Update 2017 “Transition to the new standards: Are you on track?””, “Joint Financial Reporting Forum organized by the HKICPA, HKEX and the FRC”, “Companies Ordinance (Cap. 622) in financial reporting – Are you familiar with the requirements? (audio)”, “HKICPA e seminar: Updates on Hong Kong Financial Reporting” and “Standard HKFRS 16 Lease (audio)”.

3. 董事會 (續)

董事會之會議程序通常由本公司主席主持，彼須確保分配足夠時間讓董事就各項議程作出討論及審議，同時亦給予各董事充足機會發言，提出意見及表達其關注的事項。在無其他董事出席的情況下，主席與獨立非行政董事於2019年3月12日舉行了一次會議。

根據守則條文第A.6.5條，所有董事均須參加持續專業發展以發展及更新其知識及技能。因此，本公司鼓勵董事參加持續專業發展並定期發送相關課程及閱讀材料予各董事選修及閱讀。

其中，審核委員會主席胡春生先生參與了以下培訓：「會計業界稅務座談會」、「2018海峽兩岸及港澳地區會計師行業研討會」、「Annual Auditing Update 2017 “Broadening the Horizons”」、「Annual Accounting Update 2017 “Transition to the new standards : Are you on track?”」、「Joint Financial Reporting Forum organized by the HKICPA, HKEX and the FRC」、「Companies Ordinance (Cap. 622) in financial reporting – Are you familiar with the requirements? (audio)」、「HKICPA e seminar : Updates on Hong Kong Financial Reporting」及「Standard HKFRS 16 Lease (audio)」。

4. BOARD DIVERSITY

(1) Policy on Board Diversity

- We believe that board appointments should first and foremost be based on merit
- We embrace diversity by being inclusive and support gender, ethnic, cultural, generational and geographical diversity, amongst others
- We believe that an optimal and balanced board should comprise of both male and female members with an appropriate balance of different skills, educational and industry background, experience, knowledge and independence

(2) Objective and Benefits of Board Diversity

We believe in diversity and inclusiveness as these bring to the boardroom a spectrum of perspectives and opinions, necessary as we navigate our businesses through a more complex market place and as our customers' aspirations grow in sophistication.

5. NOMINATION POLICY

- Nomination Committee to consider director retirements, re-election and eligibility within a reasonable time before proposing to the Board
- To review and assess proposed candidates' backgrounds, experience, expertise according to a) Board diversity policy of the Company; b) current board composition of the Company and c) Group's strategic objectives
- To consider how a proposed candidate (whether new or seeking re-election) can contribute to and support or has in the past contributed to and supported the Board
- For directors considering re-election, to review and assess if they have attended board, committee and general meetings, and, frequency of attendance

4. 董事會成員多元化

(1) 董事會成員多元化政策

- 本集團相信，用人唯才應為董事會委任董事的首要原則。
- 董事會兼收並蓄，奉行多元化政策，並支持性別、種族、文化、年紀及地域多樣化
- 本集團相信，一個至優及均衡的董事會應由在不同技能、教育及行業背景、經驗、知識及獨立性之間取得適度平衡的男性及女性成員組成。

(2) 董事會成員多元化的目標及裨益

本集團相信多元化及兼收並蓄，會為董事會提供更全面的觀點與看法，對本集團在日趨複雜的市場開展業務以及滿足本集團客戶不斷提高且複雜多樣的期望實屬必要。

5. 提名政策

- 提名委員會在向董事會提出董事退任、重選連任及資格的建議前在合理時間內考慮
- 根據a)本公司的董事會成員多元化政策；b)本公司目前的董事會組成；及c)本集團的戰略目標，審查及評估建議候選人的背景、經驗及專業知識
- 考慮建議候選人（無論是新候選人還是尋求連任的候選人）如何能為董事會作出貢獻及支持，或於過去對董事會所作出的貢獻及支持
- 考慮重選連任的董事時，審查及評估彼等有沒有出席董事會、委員會及股東大會，以及其出席次數

5. NOMINATION POLICY (Continued)

- To consider if a proposed candidate can devote sufficient time to discharge his/her duties and responsibilities
- If the position is for an INED, to ensure listing rules requirements on independence, are met

6. PROCEDURE FOR NOMINATION

- Refer/propose name to Company Secretary who will inform the Nomination Committee with CV of the proposed candidate
- Presents candidate and his/her CV and where possible, other relevant background information to the Nomination Committee for consideration according to the Nomination Policy.
- Where necessary, the Nomination Committee or the Chairman of the Nomination Committee meets the proposed candidate to assess suitability
- Nomination Committee confirms or rejects proposed candidate with proper reasons.
- To restart process when a proposed candidate is rejected.

5. 提名政策 (續)

- 考慮建議候選人能否投入足夠的時間履行其職責及責任
- 倘該職位為獨立非行政董事，需確保有關建議候選人符合上市規則內有關獨立性的規定

6. 提名程序

- 向公司秘書提交／提議建議候選人的名稱，公司秘書其後將向提名委員會提供有關建議候選人的履歷
- 根據提名政策，向提名委員會提交候選人及其履歷，以及在可行的情況下，提供其他相關的背景資料，以供委員會考慮
- 提名委員會或提名委員會主席於需要時會與建議候選人會面，以評估其合適性
- 提名委員會會以正當理由確認或拒絕建議候選人。
- 建議候選人被拒絕時，有關流程將重新開始。

7. COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day to day knowledge of the Group's affairs. She reports to the Chairman and CEO. The Board has access to the advice and services of the Company Secretary to ensure that board procedures and all applicable laws, rules and regulations, are followed.

The Company Secretary attended the following professional development seminars and read materials on legal and corporate secretarial updates, receiving more than 15 hours of training during the financial year: "Annual Corporate and Regulatory Update 2018", "Legal Innovation-How technology transforms the Work and Life of in House Counsel", "Recent Developments in Hong Kong Listed Companies' Regulatory Environment", "Getting Ready for 2019".

8. ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for the preparation of the Group's accounts and has delegated this responsibility to the Group CFO. The Group CFO and his team are responsible for preparing interim and annual financial statements based on Hong Kong Financial Reporting Standards ("HKFRS") ensuring that the financial statements present a fair and true view of the results and the financial position of the Group and that they comply with the disclosure requirements of the Hong Kong Companies Ordinance, the Listing Rules and other applicable laws and regulations. The Group CFO maintains regular communications with the external auditors. He also plays a role in reviewing and making recommendations to the Board on the Group's financial risk management. During the fiscal year, the Group CFO was also responsible for overseeing the Group's investor relations activities.

A statement by the Group's external auditors, Ernst & Young about their reporting responsibilities on the Group's financial statements are set out in the Independent Auditor's Report on pages 35 to 42.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company and its subsidiaries ability to continue as a going concern.

7. 公司秘書

本公司的公司秘書為本公司的僱員，瞭解本集團的日常事務。公司秘書向主席及行政總裁報告。公司秘書向董事會提供建議及服務以確保遵守董事會程序及所有適用法律、規則及規例。

公司秘書已於本財政年度出席以下專業發展研討會並研讀法律及公司秘書的最新資訊，接受多於15個小時的培訓：「Annual Corporate and Regulatory Update 2018」、 「Legal Innovation—How Technology Transforms the Work and Life of in House Counsel」、 「Recent Developments in Hong Kong Listed Companies' Regulatory Environment」及「Getting Ready for 2019」。

8. 問責及審核

董事會知悉其肩負編製本集團賬目之責任，並已將此責任委派予本集團首席財務總裁。本集團首席財務總裁及其屬下人員負責遵照香港財務報告準則（「香港財務報告準則」）編製中期及年度財務報表，確保財務報表真實及公平地反映本集團的業績及財務狀況，並遵守香港公司條例、上市規則及其他適用法例及法規之披露規定。本集團首席財務總裁須定期與外聘核數師溝通。本集團首席財務總裁在本集團財務風險管理方面亦擔當審核及向董事會作出建議的角色。於財政年內，本集團首席財務總裁亦負責監管本集團投資者關係事務。

本集團外聘核數師安永會計師事務所就其對本集團財務報表的責任而作出的聲明載於第35頁至42頁獨立核數師報告。

董事會並未注意到任何與或對本公司及其附屬公司持續經營能力構成重大疑慮之事件或情況有關之重大不確定因素。

9. AUDITORS' REMUNERATION

The Company appointed PricewaterhouseCoopers as the external auditors of the Company and certain of its subsidiaries at the 2017 AGM until their resignation effective from 6 December 2018. The Board appointed Ernst & Young as external auditors of the Company and certain of its subsidiaries to fill the casual vacancy following the resignation of PricewaterhouseCoopers, from 7 December 2018 until the conclusion of the next annual general meeting of the Company. During the year, HK\$2,280,000 was paid or payable to Ernst & Young for the provision of audit services. Details of nature for non-audit related services provided by and the fee paid or payable to Ernst & Young are set out as below:

Description 簡介		HK\$ 港幣元
Taxation compliance	稅務遵規	531,000
Advisory and other services	顧問及其他服務	147,000

The Group also engaged other auditors in Hong Kong and overseas for auditing and miscellaneous services and total fees paid amounted to HK\$981,000.

10. BOARD COMMITTEES

To assist the Board in the discharge of its duties, the Board is supported by four board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

(1) Audit Committee

The Audit Committee comprises of three independent non-executive directors, namely, Mr. Wu Chun Sang (Chairman of the Audit Committee), Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

9. 核數師酬金

本公司於2017年股東週年大會委任羅兵咸永道會計師事務所為本公司及若干其附屬公司之外聘核數師，直至其辭任(自2018年12月6日起生效)為止。羅兵咸永道會計師事務所辭任後，董事會委任安永會計師事務所為本公司及若干其附屬公司之外聘核數師(任期從2018年12月7日起直至本公司下屆股東週年大會結束為止)，以填補有關臨時空缺。年內，本公司就安永會計師事務所提供之核數服務向其支付或應付港幣2,280,000元。安永會計師事務所提供之非核數相關服務性質及向其支付或應付費用之詳情如下：

		HK\$ 港幣元
	稅務遵規	531,000
	顧問及其他服務	147,000

本集團亦於香港及海外委聘其他核數師提供核數及不同服務，所支付費用合共港幣981,000元。

10. 董事委員會

為協助董事會履行職務，在董事會以下設有四個董事委員會。各委員會有既定的職責及職權範圍，委員會成員獲授權可就各委員會職權範圍內的事項作出決策。

(1) 審核委員會

審核委員會由三名獨立非行政董事胡春生先生(審核委員會主席)、胡志文教授及鄺易行博士組成。

10. BOARD COMMITTEES (Continued)

(1) Audit Committee (Continued)

The terms of reference of the Committee are aligned with the recommendations set out in the Listing Rules and the code provisions set out in the Corporate Governance Code. The Committee provides advice and recommendations to the Board and oversees all matters relating to the external auditors, thus playing an important role in monitoring and safeguarding the independence of the external auditors.

The Committee met five times during the financial year and up to the date of this Report together with the external auditors, Ernst & Young in two of the five meetings to discuss matters, including, the Group's audit service plan, the review of accounting principles and practices adopted by the Group and other financial reporting matters; to ensure the completeness, accuracy and fairness of the financial statements of the Company; to discuss the effectiveness of the systems of internal control throughout the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget; to review all significant business affairs managed by the executive directors in particular on continuing connected transactions and to review the Group's interim results for FY2018/2019 and results for the year ended 31 March 2019 before they were presented to the Board for approval. The Committee also met to discuss, review and recommend the appointment of Ernst & Young as external auditor to the Company and certain of its subsidiaries.

Attendance of directors at the Audit Committee meetings held on:

24 October 2018

19 November 2018

3 December 2018

8 April 2019

17 June 2019

Mr. Wu Chun Sang

Prof. Lawrence Wu Chi Man

Dr. Agnes Kwong Yi Hang

10. 董事委員會 (續)

(1) 審核委員會 (續)

委員會的職權範圍乃根據上市規則所載建議及企業管治守則所載守則條文而制定。委員會向董事會提供意見及建議，並監督與外聘核數師有關的所有事宜，因此，其在監察及保持外聘核數師獨立性方面扮演重要角色。

委員會於本財政年度內及截至本報告日期期間舉行五次會議，五次會議其中兩次連同外聘核數師安永會計師事務所，會議討論之事項包括本集團之核數服務計劃、檢討本集團採納的會計原則及慣例以及其他財務報告事項；確保本公司財務報表的完整性、準確性及公平性；檢討本集團整體內部監控制度的成效，包括在本公司會計及財務匯報職能方面是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算；檢討行政董事負責的一切重要商業事務，特別是持續關聯交易；以及在呈報本集團2018/2019財政年度中期業績及截至2019年3月31日止年度業績予董事會核准前，審閱該等業績。委員會亦召開會議，討論、檢討並建議委任安永會計師事務所為本公司及其若干附屬公司的外聘核數師。

董事於下列日期舉行的審核委員會會議的出席情況：

2018年10月24日

2018年11月19日

2018年12月3日

2019年4月8日

2019年6月17日

胡春生先生

胡志文教授

鄺易行博士

10. BOARD COMMITTEES (Continued)

(2) Remuneration Committee

The Company's Remuneration Committee comprises of Professor Lawrence Wu Chi Man (Chairman of the Remuneration Committee), Mr. Wu Chun Sang, Dr. Agnes Kwong Yi Hang (all independent non-executive directors of the Company) and Mr. Joseph C.C. Wong (Group Chairman and CEO).

Code Provision B.1.2 deals with the terms of reference of the Remuneration Committee. The Company has adopted the terms of reference under Code Provision B.1.2 except that the terms of reference do not include reviewing and determining the remuneration packages of senior management. The Company believes that the remuneration packages of senior management should be the responsibility of the executive directors as they are in a better position to appraise the performance of senior management. The Remuneration Committee determines with delegated responsibility the remuneration packages of its individual executive directors. The basic salaries of its executive directors are reviewed annually, and unless there are exceptional circumstances, increases if any, generally align with the average annual increment for the Group's office staff in Hong Kong.

The committee members resolved by way of circular resolutions on 8 November 2018 to adopt and approve the basic salaries and annual bonus scheme for FY18/19 for its executive directors.

The circular resolutions were resolved by the Remuneration Committee comprising of:

Prof. Lawrence Wu Chi Man
Mr. Joseph C. C. Wong (abstaining with respect to his remuneration)

Mr. Wu Chun Sang
Dr. Agnes Kwong Yi Hang

10. 董事委員會 (續)

(2) 薪酬委員會

本公司的薪酬委員會由胡志文教授(薪酬委員會主席)、胡春生先生、鄺易行博士(均為本公司獨立非行政董事)及黃創增先生(集團主席及行政總裁)組成。

守則條文第B.1.2條載有有關薪酬委員會的職權範圍。本公司已採納守則條文第B.1.2條所載的職權範圍，惟不包括有關檢討及釐定高級管理人員薪酬待遇的部分。本公司認為行政董事較適合評估高級管理人員的表現，因此，釐定高級管理人員的薪酬待遇應由行政董事負責。薪酬委員會的職責為釐定其行政董事個人的報酬。其行政董事的基本薪金會每年進行審閱，除非有特殊情況，增幅(如有)一般與本集團香港辦事處職員的平均年度增幅相同。

委員會成員於2018年11月8日以書面決議案方式通過決議，採納及批准其行政董事於18/19財政年度的基本薪金及年度花紅計劃。

由下列人士組成的薪酬委員會已通過書面決議案：

胡志文教授
黃創增先生(黃先生就其薪酬的動議棄權)

胡春生先生
鄺易行博士

10. BOARD COMMITTEES (Continued)

(3) Nomination Committee

The Nomination Committee comprises of Mr. Joseph C. C. Wong (Chairman of the Nomination Committee, Group Chairman and CEO) and three independent non-executive directors, namely, Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision A.5.3 deals with the terms of reference of a Nomination Committee. The Company has adopted the terms of reference under Code Provision A.5.3. During the financial year, and up to the date of this Report, the Committee met once. The Committee considered the independence of its retiring independent non-executive director, having served more than 9 years by the time of the Annual General Meeting. In the nomination process, the Committee proposes the most appropriate individual with the right balance of skills, experience, and industry background for the position based on the Company's board diversity policies and nomination processes for appointment or election/re-election of directors.

Attendance of directors at the Nomination Committee meeting held on:

20 June 2019

Mr. Joseph C. C. Wong
Prof. Lawrence Wu Chi Man
Mr. Wu Chun Sang
Dr. Agnes Kwong Yi Hang

10. 董事委員會 (續)

(3) 提名委員會

提名委員會由黃創增先生(提名委員會主席、本集團主席及行政總裁)及三名獨立非行政董事胡春生先生、胡志文教授及鄺易行博士。

守則條文第A.5.3條載有有關提名委員會的職權範圍。本公司已採納守則條文第A.5.3條所載的職權範圍。於本財政年度及截至本報告日期，委員會曾舉行一次會議。提名委員會考慮截至應屆股東週年大會已就任超過9年的獨立非行政董事的獨立性。於提名過程中，委員會建議根據本公司董事會成員多元化政策以及委任或選舉董事的提名程序提名具有勝任該職位的技能、經驗及行業背景的合適人選。

董事於下列日期舉行的提名委員會會議的出席情況：

2019年6月20日

黃創增先生
胡志文教授
胡春生先生
鄺易行博士

10. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee

Stelux recognises that adopting proper systems, running our businesses within a strong legal framework of rules and procedures, underpinned by sound business ethics are essential to safeguarding the economic performance of the Group and our shareholders' interests in a sustainable manner. The Corporate Governance Committee comprises Mr. Wallace Kwan Chi Kin (Chairman of the Corporate Governance Committee and Chief Financial Officer) and three independent non-executive directors, namely, Mr. Wu Chun Sang, Professor Lawrence Wu Chi Man and Dr. Agnes Kwong Yi Hang.

Code Provision D.3.1 deals with the terms of reference of a corporate governance committee. The Company has adopted the terms of reference under Code Provision D.3.1. The Corporate Governance Committee held one meeting during the financial year. At this meeting, the Committee amongst other things, reviewed the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report. Quarterly sales turnover updates are voluntarily issued by the Company and a whistleblowing policy is in place. With the implementation of the statutory disclosure regime for inside information under the Securities and Futures (Amendment) Ordinance 2012 on 1 January 2013, systems are in place on reporting and dissemination of inside information.

10. 董事委員會 (續)

(4) 企業管治委員會

寶光認為以良好的商業道德為本，採用合適的體制，按由規則及程序構成的健全法律框架下經營業務，乃保障本集團財務表現及以可持續的方式保障股東權益的基礎。企業管治委員會由關志堅先生(企業管治委員會主席及首席財務總裁)及三名獨立非行政董事胡春生先生、胡志文教授及鄺易行博士。

守則條文第D.3.1條載有有關企業管治委員會的職權範圍。本公司已採納守則條文第D.3.1條所載的職權範圍。企業管治委員會於本財政年度曾舉行一次會議。於該次會議，委員會(其中包括)檢討本公司對守則條文的遵守及於企業管治報告內的披露情況。本公司已自願發佈最新季度銷售營業額及已實施一項舉報政策。隨着2012年證券及期貨(修訂)條例下的內幕消息法定披露政策於2013年1月1日起生效，本公司已制定申報及發放內幕消息的體制。

10. BOARD COMMITTEES (Continued)

(4) Corporate Governance Committee (Continued)

Attendance of directors at the Corporate Governance Committee Meeting held on:

12 March 2019

Mr. Wallace Kwan Chi Kin
Mr. Wu Chun Sang
Prof. Lawrence Wu Chi Man
Dr. Agnes Kwong Yi Hang

The above four board committees report to the Board. All businesses transacted at board committee meetings are recorded and minuted with copies provided to the Board. The terms of reference of the above board committees are available on the Company's website at www.stelux.com.

11. RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for ensuring that the Group establishes and maintains appropriate risk management and internal control systems and for reviewing their effectiveness. The Group's risk management and internal control systems are designed to manage and minimise risk of failures in the Group's operational systems, and to achieve our objectives. Such systems can only provide reasonable but not absolute assurance against material misstatement or loss.

During the year, the Group has complied with all the code provisions on risk management and internal control under the Corporate Governance Code.

The main features of the Group's Risk Management and Internal Control Systems, include:

(1) Risk Management

The Group's risk management process is a four-step process involving identifying, assessing, responding to and monitoring risks which could affect the Group from achieving its strategic or business objectives.

10. 董事委員會 (續)

(4) 企業管治委員會 (續)

董事於下列日期舉行的企業管治委員會會議的出席情況：

2019年3月12日

關志堅先生
胡春生先生
胡志文教授
鄺易行博士

上述四個董事委員會向董事會報告。於董事委員會會議進行的所有事項均有記錄及記入會議記錄，該等記錄的副本亦會提供予董事會。上述董事委員會的職權範圍於本公司網站 www.stelux.com 可供瀏覽。

11. 風險管理及內部監控

董事會知悉其有責任確保本集團制定及維持適當的風險管理及內部監控系統以及審查有關系統之效用。本集團風險管理及內部監控系統用於管理及減低本集團營運系統的失效風險，從而達致本集團之目標。該等系統只可就重大錯誤陳述或損失提供合理而非絕對之保證。

年內，本集團已符合企業管治守則項下風險管理及內部監控的所有守則條文。

本集團的風險管理及內部監控系統的主要特點包括：

(1) 風險管理

本集團的風險管理程序有四個步驟，包括識別、評估、回應及監察可能對本集團達致策略或業務目標造成影響的風險。

11. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(1) Risk Management (Continued)

In order to ensure the risk management process is executed effectively and as an integral part of our business, the Board has established the following risk management and reporting framework which specifies the responsible parties and their roles and responsibilities for managing risks of the Group.

The Board

- oversees management in the design, implementation and monitoring of the risk management and internal control systems
- evaluate and determine the Group's key risks which would significantly affect it achieving strategic or business objectives
- review the Group's key risks and mitigation actions and ensure the effectiveness of risk management and internal control systems

Audit Committee

- oversees design and operating effectiveness of the Group's underlying risk management process and internal control systems
- review effectiveness of the Group's risk management and internal controls with support from the Internal Audit Function and reporting to the Board

Risk Steering Committee

- members comprised of key executives of the Group
- assess and determine the Group's key risks and ensure appropriate mitigation actions/controls are in place
- track progress of mitigation actions/controls over identified key risks and report to Audit Committee
- provide confirmation to the Board on the effectiveness of the Group's risk management and internal control systems annually

11. 風險管理及內部監控 (續)

(1) 風險管理 (續)

為確保風險管理程序可有效執行並作為本集團業務之整合部分，董事會已設立以下風險管理及報告框架，訂明各負責部門及其就管理本集團風險的職責及責任。

董事會

- 監督管理層對風險管理及內部監控系統之制定、實施及監察
- 評估及判斷可能對本集團達成策略或業務目標造成重大影響的主要風險
- 審閱本集團的主要風險及減低風險之措施，以及確保風險管理及內部監控系統之有效性

審核委員會

- 監測本集團相關風險管理程序及內部監控系統之制定及操作效用
- 在內部審計部的協助下審閱本集團的風險管理及內部監控的有效性，並向董事會報告

風險督導委員會

- 成員包括本集團的主要執行人員
- 評估及判斷本集團的主要風險，並確保實施適當減低風險的措施／監控
- 跟進已識別主要風險之緩減措施／監控，並向審核委員會報告
- 每年向董事會確認本集團的風險管理及內部監控系統的有效性

11. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(1) Risk Management (Continued)

**Business Units and Functional Support
Management**

- management meets periodically to identify new and review existing risks
- design, implement and monitor mitigation actions and internal control activities in their day-to-day operations
- ensure risk management process and mitigation actions and internal controls follow guidelines or recommendations provided by the Risk Committee and Internal Audit Function

Internal Audit Function

- carry out analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems
- support the Audit Committee in reviewing the effectiveness of the Group's risk management and internal control systems

(2) Internal Control

Internal control is a process for the Board and management to assure achievement of the Group's objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulations and our internal policies.

The Group has the following major internal controls in place:

- Policies and standard operating procedures are set to govern staff in shop operations, integrity of trading practices, compliance on handling personal data of customers, acquisition and disposal of capital assets, financial reporting, etc.
- Authorisation and approval matrix are set based on nature and type of transactions.

11. 風險管理及內部監控 (續)

(1) 風險管理 (續)

業務單位及部門支援管理

- 管理層定期進行會議，以識別新風險及審閱現有風險
- 制定、實施及監測日常營運的減低風險措施及內部監控措施
- 確保風險委員會及內部審計部提供的風險管理程序及風險減低措施及內部監控指引或建議獲遵從

內部審計部

- 就本集團的風險管理及內部監控系統的合適性及有效性進行分析及獨立評估
- 支援審核委員會審閱本集團的風險管理及內部監控系統的有效性

(2) 內部監控

內部監控為董事會及管理層確保達致本集團有關營運有效性及效率、可靠財務匯報制度及遵守法律、法規及內部政策的程序。

本集團已實行下列主要內部監控措施：

- 制定政策及標準經營程序以監管營運店舖之員工、交易常規的完整性、處理客戶個人資料的合規性、資本資產的收購及出售、財務報告等。
- 根據不同交易性質及類型制定不同授權及批准的基礎。

11. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(2) Internal Control (Continued)

- Employees' Code of Conduct is available on the Company's intranet. Employees are required to strictly follow the Code of Conduct to ensure the Group operates to the highest standards of business behaviour and ethics.
- Business plans and budgets of individual business units are prepared and monitored by management regularly.
- Regular management meetings to review business updates and monitor operating performance against budgets and relevant benchmarks.
- Regular reviews on store portfolio.
- Information access from accounting, Human Resources and other IT systems are restricted and managed on a need-to-know basis in order to protect data and ensure data integrity.
- Major or material connected transactions require pre-approval of independent non-executive directors and all continuing connected transactions are reviewed on an annual basis pursuant to the requirements of the Hong Kong Listing Rules.
- The Group has a "whistle-blowing" mechanism to allow our staff to anonymously report any suspected fraud or employee's misconduct to the Head of Internal Audit Function who will refer the report to the Audit Committee and the Board for further investigation and/or actions.

11. 風險管理及內部監控 (續)

(2) 內部監控 (續)

- 上載僱員的操守守則至本公司內聯網。僱員需要嚴格遵守操守守則，確保本集團的營運符合業務行為及道德的最高標準。
- 管理層定期制定及監察個別業務單位的業務計劃及預算。
- 管理層定期舉行會議，參照有關各預算及相關基準，檢討業務的最新情況及經營表現。
- 定期審閱店舖組合。
- 限制並以「有需要知道」的原則管理有關會計、人力資源及其他電腦系統的資料，以保障資料及確保資料的完整性。
- 主要或重大關聯交易需要獨立非行政董事的事前批准，而所有持續關聯交易根據香港上市規則每年予以審閱。
- 本集團設有「舉報」機制，供員工向內部審計部主管匿名報告任何涉嫌欺詐或員工不當行為，而內部審計部主管將向審核委員會及董事會報告，以作出進一步調查及／或行動。

11. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(2) Internal Control (Continued)

- The Company has a system which sets out the requirements and procedures for handling and disseminating inside information to the public. Any material information which comes to the knowledge of one or more officers should be promptly identified, assessed and escalated, where appropriate, to the attention of the Board.
- Our internal audit function conducts regular reviews and ad hoc engagements which cover risk assessment and monitoring, operational, financial and compliance aspects.

(3) Internal Audit

Under Code Provision C.2.5, an internal audit function should be in place. The key tasks of the Group's Internal Audit Function include:

- provides independent and objective assurance to the Audit Committee and the Board with respect to the Group's risk management and internal control systems;
- conduct independent audits on the Group's financial, operational and compliance controls and make recommendations on improving work flow efficiency and effectiveness;
- conduct special reviews on areas of concerns as identified by senior management or the Board;
- conduct investigations on business ethics, employee misconduct, fraud cases and other violations of the Group's policies and standards; and
- oversee the "whistle-blowing" mechanism.

11. 風險管理及內部監控 (續)

(2) 內部監控 (續)

- 本公司設有制度列明處理及向公眾傳播內幕資料的要求和程序。如一名或以上的高級人員知悉任何重要資料，則須即時查明、評估及向董事會提呈(如適用)有關資料。
- 內部審計部進行定期審閱及特設行動，包括風險評估及監測、營運、財務及合規等方面。

(3) 內部審計

根據守則條文第C.2.5條，須設立內部審計部。本集團內部審計部的主要職責包括：

- 就本集團的風險管理及內部監控系統向審核委員會及董事會提供獨立和客觀的保證；
- 就本集團的財務、經營及合規監控進行獨立審計，並就改善營運流程效率及效用提供建議；
- 就高級管理層或董事會成員識別的問題進行特別審閱；
- 調查有關業務道德、員工不當行為、欺詐個案、及其他違反本集團政策及標準之事宜；及
- 監測「舉報」機制。

11. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(4) Annual Review by the Board

Under Code Provision C.2.1, the directors should at least annually conduct a review of the effectiveness of the Group's internal controls system reporting to the Company's shareholders in the Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

Under Code Provision C.2.2, the Board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Board through the Audit Committee, reviews the overall effectiveness of the Group's risk management process and internal control systems annually. During the current financial year, the reviews covered the following:

- (i) any significant change in the nature and extent of significant risks and in the control environment of the Group;
- (ii) the significant control weaknesses (including financial, operational and compliance controls) as identified by the Internal Audit Function and the consideration of effectiveness over its recommendations on improving internal business environment;
- (iii) major investigation findings on internal control matters as presented by the Internal Audit Function;
- (iv) the effectiveness of the Group's financial reporting and Listing Rule compliance processes;

11. 風險管理及內部監控(續)

(4) 董事會之年度審閱

根據守則條文第C.2.1條，董事應最少每年對本集團內部監控制度的成效進行一次檢討，並在企業管治報告中向本公司股東匯報。有關檢討應涵蓋所有重要的監控方面，包括財務、營運及合規監控以及風險管理職能。

根據守則條文第C.2.2條，董事會的年度檢討應特別審視本集團會計及財務匯報職能是否擁有充足的資源、員工是否具備足夠的資歷及經驗，並已接受充足的培訓，及是否備有充足的預算。

董事會透過審核委員會每年閱審本集團的風險管理程序及內部監控系統的整體成效。於本財政年度，審閱包括以下：

- (i) 重大風險的性質及程度以及本集團監控環境的任何重大改變；
- (ii) 內部審計部識別的重大監控缺陷(包括財務、營運及合規監控)，以及有關其就改善內部業務環境建議的效用性之考慮；
- (iii) 內部審計部就內部監控事宜的主要調查結果；
- (iv) 本集團財務報告及上市規則合規程序的有效性；

11. RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

(4) Annual Review by the Board (Continued)

- (v) the Group's risk management system, key risks and corresponding mitigation actions which were summarized by the Risk Steering Committee and the Internal Audit Function based upon discussion with senior management of different business units and functional supports; and
- (vi) the performance, staff qualification and experience, training and adequacy of the Group's accounting, financial reporting and internal audit functions.

The Board and the Audit Committee have reviewed the Group's risk management and internal control systems for the year ended 31 March 2019 and concluded that adequate and effective risk management and internal control systems of the Group are being maintained.

12. DIVIDEND POLICY

The Company's decision to pay dividends to its shareholders is based on a combination of factors including, the financial performance of the Group, its future developments and capital investments, its liquidity requirements for business operations and external market conditions, like the general operating environment.

13. INVESTOR RELATIONS

To promote and enhance investor relations, regular meetings are held with the investment community. We value constant dialogue with existing and prospective investors as a way to promote a greater understanding of the Group's business models and the way we conduct our businesses.

11. 風險管理及內部監控 (續)

(4) 董事會之年度審閱 (續)

- (v) 本集團由風險督導委員會及內部審計部根據與不同業務單位及部門支援的高級管理層之討論而概括的風險管理制度、主要風險及相應減低風險措施；及
- (vi) 本集團會計、財務匯報及內部審計部的表現、員工資歷及經驗、培訓及充足性。

董事會及審核委員會已審閱本集團截至2019年3月31日止年度的風險管理及內部監控系統，並總結本集團有維持合適及有效的風險管理及內部監控系統。

12. 股息政策

本公司向其股東派付股息的決定基於多項因素，包括本集團的財務表現、其未來發展及資本投資、其業務營運的流動資金需求及外圍市況，如一般營運環境。

13. 投資者關係

為提倡及加強投資者關係，本集團定期與投資界舉行會議。本集團重視與現有及潛在投資者作緊密交流，以提高其對本集團業務模式及開展業務方式的了解。

14. SHAREHOLDERS RIGHTS

(1) How shareholders can convene an extraordinary general meeting

Shareholders may request to convene an extraordinary general meeting in accordance with section 74 of the Bermuda Companies Act 1981:

- i. The directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.
- ii. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.
- iii. If the directors do not within twenty-one 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.

14. 股東權利

(1) 股東要求召開股東特別大會程序

股東可根據百慕達《1981年公司法》第74條要求召開股東特別大會：

- i. 任何公司董事，儘管公司細則有所規定，如收到公司股東呈請，於提出呈請之日持有不少於公司於提出呈請之日已繳股本十分之一並享有在公司股東大會的投票權，或如公司沒有股本，則公司股東代表於提出呈請之日持有不少於公司所有股東於股東大會上投票的總投票權的十分之一，則應立刻召開公司股東特別大會。
- ii. 呈請必須列明會議目的，由呈請人簽署及投寄至公司註冊辦事處，及可包括由多於一位呈請人簽署的同一格式的多份文件。
- iii. 如董事自遞交呈請後21天內仍未召開大會；該等呈請人，或代表多於全體呈請人一半的總投票權的任何呈請人，則可以自行召開大會，但任何大會皆不能在呈請日起超過三個月後召開。

14. SHAREHOLDERS RIGHTS (Continued)

(1) How shareholders can convene an extraordinary general meeting (Continued)

- iv. A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- v. Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such directors as were in default.

(2) Procedures by which enquiries may be put to the board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries to the Board by addressing them to the Company Secretary in writing to:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

(3) Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders may, subject to (1) above, by way of request in writing request a shareholders' meeting to be convened for the purpose of considering a certain matter, addressing the request to the Company Secretary at:

the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

14. 股東權利(續)

(1) 股東要求召開股東特別大會程序(續)

- iv. 在此條例下由該等呈請人召開的大會須盡可能與由董事召開大會的形式一樣。
- v. 如因董事未能召開大會，任何由該等呈請人支付的合理費用，將由公司付回呈請人。已支付數額將從公司支付給該不履行責任董事的袍金或其他薪酬內扣除。

(2) 股東可向董事會提出查詢的程序，並提供足夠的聯絡資料以便有關查詢可獲恰當處理

股東可以書面方式透過公司秘書向董事會提出問題，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司總辦事處；或(ii) 電郵至 ir@stelux.com。

(3) 在股東大會提出建議的程序及足夠的聯絡資料

在受限於上述第(1)條的情況下，股東可向公司秘書發出書面要求，要求召開股東大會以考慮若干事宜，郵寄地址為：

香港九龍新蒲崗太子道東698號寶光商業中心27樓本公司總辦事處。

15. COMMUNICATION WITH SHAREHOLDERS

The Company attaches great importance to communication with its shareholders and investors. To foster effective communications, the Company provides extensive information in its annual report, interim report and also publishes information relating to the Group and its businesses on its website: www.stelux.com.

The Company regards the AGM as a platform to provide an important opportunity for direct communications between the Board and the Company's shareholders. All directors and senior management will make an effort to attend. External auditors will also attend the AGM. The chairman of the Audit, Remuneration, Nomination and Corporate Governance Committees were all present at the Company's AGM held in 2018. Shareholders are given at least 20 clear business days or 21 days' notice of the AGM (whichever is the longer). The Company supports the Corporate Governance Code principle to encourage shareholders' participation.

Shareholders may send any enquiries they have by addressing them to the Company Secretary in writing to:

(i) the Company's head office, 27/F, Stelux House, 698 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong; or (ii) by email to ir@stelux.com.

16. CODE OF CONDUCT

To enhance the ethical standards of employees, the Company has an employee handbook, setting out the Group's requisite standards and an ethical code of conduct for all employees of the Group. Employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

17. CONCLUSION

The Company recognises that adopting good corporate governance principles and practices are important for the success of the Group and as such we will continue to strengthen and improve the standard and quality of the Group's corporate governance.

15. 與股東之間的溝通

本公司十分重視與其股東和投資者的溝通。為促進有效的溝通，本公司在年度報告、中期報告中詳盡公佈本集團的資料，亦透過其網站 www.stelux.com 發佈關於本集團及其業務的資料。

本公司視股東週年大會為董事會與本公司股東提供直接溝通的重要渠道。全體董事及高級管理人員會盡量抽空出席股東週年大會。外聘核數師亦會出席股東週年大會。審核委員會主席、薪酬委員會主席、提名委員會主席及企業管治委員會主席也有出席本公司於2018年舉行的股東週年大會。本公司會於舉行股東週年大會前最少20個完整營業日或21日向股東發出會議通知(以時間較長者為準)。本公司堅守企業管治守則，鼓勵股東出席會議。

股東如有任何查詢，可以書面方式郵寄至：

(i) 本公司總辦事處(地址為香港九龍新蒲崗太子道東698號寶光商業中心27樓)；或(ii) 電郵至 ir@stelux.com 向公司秘書提交。

16. 操守守則

為提高僱員的操守標準，本公司設有員工手冊，為本集團全體員工列明本集團所要求的標準及操守守則條文。預期各階級員工均以忠誠、盡職及負責的態度行事。

17. 總結

本公司認為採納良好的企業管治原則及慣例對本集團的成功至關重要，因此本公司將繼續加強及改善本集團企業管治的水平及質素。