

Corporate Governance and Other Information

Directors' and Chief Executive's Interests

As at June 30, 2016, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

Name of directors	Capacity/ Nature of interests	Interests in shares (other than pursuant to equity derivatives) ⁽¹⁾	Interests in underlying shares pursuant to equity derivatives ⁽¹⁾	Total interests in shares/underlying shares	Approximate aggregate percentage of interests
Mr Horst Julius Pudwill	Beneficial owner	149,443,500 ⁽²⁾	398,000	366,761,294	20.00%
	Interests of spouse	760,000	—		
	Interests of controlled corporation	216,159,794 ⁽³⁾	—		
Mr Joseph Galli Jr	Beneficial owner	2,183,000 ⁽⁴⁾	1,000,000	3,183,000	0.17%
Mr Kin Wah Chan	Beneficial owner	100,000 ⁽⁵⁾	1,250,000	1,350,000	0.07%
Mr Chi Chung Chan	Beneficial owner	400,000 ⁽⁶⁾	1,250,000	1,650,000	0.09%
Mr Stephan Horst Pudwill	Beneficial owner	4,959,500 ⁽⁷⁾	2,250,000	41,217,000	2.25%
	Beneficiary of a trust	34,007,500 ⁽⁸⁾	—		
Prof Roy Chi Ping Chung BBS JP	Beneficial owner	49,005,948	150,000	86,230,978	4.70%
	Interests of controlled corporation	37,075,030 ⁽⁹⁾	—		
Mr Christopher Patrick Langley OBE	Beneficial owner	200,000	150,000	350,000	0.02%
Mr Manfred Kuhlmann	Beneficial owner	—	500,000	500,000	0.03%
Mr Peter David Sullivan	Beneficial owner	—	800,000	800,000	0.04%
Mr Vincent Ting Kau Cheung	Beneficial owner	2,920,000	1,000,000	3,920,000	0.21%

Directors' and Chief Executive's Interests *(continued)*

Notes:

- (1) Interests in shares and underlying shares stated above represent long positions of the Company.

The interests of the directors of the Company in the underlying shares pursuant to equity derivatives, which were held as beneficial owner, represent share options granted to them respectively pursuant to the share option schemes adopted by the Company, details of which are separately disclosed in the section headed "Share Options" below. These share options are physically settled and unlisted.

- (2) These included Mr Horst Julius Pudwill's interests in 1,024,000 awarded shares, of which 849,500 awarded shares remained unvested under the Share Award Scheme as of June 30, 2016. Details of Mr Horst Julius Pudwill's awarded shares are set out in the section headed "Share Award Scheme" below.

- (3) These shares were held by the following companies in which Mr Horst Julius Pudwill has a beneficial interest:

	No. of shares
Sunning Inc.	179,084,764
Cordless Industries Company Limited *	37,075,030
	216,159,794

- (4) These included Mr Joseph Galli Jr's interests in 1,300,000 awarded shares, of which 1,200,000 awarded shares remained unvested under the Share Award Scheme as of June 30, 2016. Details of Mr Joseph Galli Jr's awarded shares are set out in the section headed "Share Award Scheme" below.

- (5) These included Mr Kin Wah Chan's interests in 100,000 awarded shares, which remained unvested under the Share Award Scheme as of June 30, 2016. Details of Mr Kin Wah Chan's awarded shares are set out in the section headed "Share Award Scheme" below.

- (6) These included Mr Chi Chung Chan's interests in 100,000 awarded shares, which remained unvested under the Share Award Scheme as of June 30, 2016. Details of Mr Chi Chung Chan's awarded shares are set out in the section headed "Share Award Scheme" below.

- (7) These included Mr Stephan Horst Pudwill's interests in 100,000 awarded shares, which remained unvested under the Share Award Scheme as of June 30, 2016. Details of Mr Stephan Horst Pudwill's awarded shares are set out in the section headed "Share Award Scheme" below.

- (8) These shares were held by a trust of which Mr Stephan Horst Pudwill is one of the beneficiaries.

- (9) These shares were held by Cordless Industries Company Limited* in which Prof Roy Chi Ping Chung BBS JP has a beneficial interest.

* Cordless Industries Company Limited is owned as to 70% by Mr Horst Julius Pudwill and as to 30% by Prof Roy Chi Ping Chung BBS JP.

Save as disclosed above, none of the directors and the chief executive of the Company was interested or had any short position in any shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as at June 30, 2016.

Share Options

The following tables disclose movements in the Company's share options during the six months period ended June 30, 2016:

Share option holders	Date of share options granted	Share option scheme category	Outstanding at beginning of the period	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at end of the period	Subscription price HK\$	Exercise period
Directors									
Mr Horst Julius Pudwill	20.3.2014	D	230,000	—	—	—	230,000	21.600	20.3.2014 - 19.3.2024
	11.9.2015	D	168,000	—	—	—	168,000	29.650	11.9.2015 - 10.9.2025
Mr Joseph Galli Jr	16.11.2009	D	1,000,000	—	—	—	1,000,000	6.770	16.11.2009 - 15.11.2019
Mr Kin Wah Chan	20.3.2014	D	1,000,000	—	—	—	1,000,000	21.600	20.3.2014 - 19.3.2024
	11.9.2015	D	250,000	—	—	—	250,000	29.650	11.9.2015 - 10.9.2025
Mr Chi Chung Chan	20.3.2014	D	1,000,000	—	—	—	1,000,000	21.600	20.3.2014 - 19.3.2024
	11.9.2015	D	250,000	—	—	—	250,000	29.650	11.9.2015 - 10.9.2025
Mr Stephan Horst Pudwill	21.5.2012	D	1,000,000	—	—	—	1,000,000	8.742	21.5.2012 - 20.5.2022
	20.3.2014	D	1,000,000	—	—	—	1,000,000	21.600	20.3.2014 - 19.3.2024
	11.9.2015	D	250,000	—	—	—	250,000	29.650	11.9.2015 - 10.9.2025
Prof Roy Chi Ping Chung BBS JP	11.9.2015	D	150,000	—	—	—	150,000	29.650	11.9.2015 - 10.9.2025
Mr Christopher Patrick Langley OBE	11.9.2015	D	150,000	—	—	—	150,000	29.650	11.9.2015 - 10.9.2025
Mr Manfred Kuhlmann	23.5.2011	D	100,000	—	—	—	100,000	9.872	23.5.2011 - 22.5.2021
	21.5.2012	D	250,000	—	—	—	250,000	8.742	21.5.2012 - 20.5.2022
	11.9.2015	D	150,000	—	—	—	150,000	29.650	11.9.2015 - 10.9.2025
Mr Peter David Sullivan	16.11.2009	D	200,000	—	—	—	200,000	6.770	16.11.2009 - 15.11.2019
	23.5.2011	D	200,000	—	—	—	200,000	9.872	23.5.2011 - 22.5.2021
	21.5.2012	D	250,000	—	—	—	250,000	8.742	21.5.2012 - 20.5.2022
	11.9.2015	D	150,000	—	—	—	150,000	29.650	11.9.2015 - 10.9.2025
Mr Vincent Ting Kau Cheung	16.11.2009	D	400,000	—	—	—	400,000	6.770	16.11.2009 - 15.11.2019
	23.5.2011	D	200,000	—	—	—	200,000	9.872	23.5.2011 - 22.5.2021
	21.5.2012	D	250,000	—	—	—	250,000	8.742	21.5.2012 - 20.5.2022
	11.9.2015	D	150,000	—	—	—	150,000	29.650	11.9.2015 - 10.9.2025
Total for directors		8,748,000	—	—	—	8,748,000			

Share Options *(continued)*

Share option holders	Date of share options granted	Share option scheme category	Outstanding at beginning of the period	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at end of the period	Subscription price HK\$	Exercise period
Employees	24.8.2007	D	730,000	—	(50,000)	—	680,000	8.390	24.8.2007 - 23.8.2017
	16.10.2007	D	50,000	—	(20,000)	—	30,000	8.810	16.10.2007 - 15.10.2017
	7.11.2007	D	40,000	—	—	—	40,000	8.088	7.11.2007 - 6.11.2017
	14.1.2008	D	505,000	—	(25,000)	—	480,000	7.566	14.1.2008 - 13.1.2018
	17.4.2008	D	350,000	—	—	—	350,000	7.780	17.4.2008 - 16.4.2018
	14.5.2008	D	40,000	—	—	—	40,000	7.500	14.5.2008 - 13.5.2018
	30.5.2008	D	250,000	—	(250,000)	—	—	7.546	30.5.2008 - 29.5.2018
	16.11.2009	D	1,570,000	—	—	—	1,570,000	6.770	16.11.2009 - 15.11.2019
	28.12.2009	D	30,000	—	—	—	30,000	6.390	28.12.2009 - 27.12.2019
	17.1.2011	D	20,000	—	—	—	20,000	10.436	17.1.2011 - 16.1.2021
Total for employees			3,585,000	—	(345,000)	—	3,240,000		
Total for all categories			12,333,000	—	(345,000)	—	11,988,000		

Notes:

- (1) Scheme D is the share option scheme adopted by the Company on May 29, 2007.
- (2) The share options are vested in parts over 3 years from the date of grant. No option was granted and cancelled during the period.
- (3) The weighted average closing price of the Company's shares immediately before various dates on which the share options were exercised was HK\$29.28.
- (4) The Group recognised a total expense of US\$713,000 for the six months period ended June 30, 2016 in relation to the share options granted by the Company.
- (5) The Company had 11,988,000 share options outstanding, which represented approximately 0.65% of the issued shares of the Company as at June 30, 2016.
- (6) Total securities available for issue under Scheme D is 150,505,065 shares, which represented approximately 8.21% of the issued shares of the Company as at June 30, 2016.

Arrangements to Purchase Shares or Debentures

Other than as disclosed above and for satisfying the awarded shares granted under the Company's share award scheme (details of which are set out in this Interim Report), at no time during the period was the Company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and neither the directors or the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

Director's Interests in Transactions, Arrangements and Contracts of Significance

No transactions, arrangements and contracts of significance, to which the Company, or any of its subsidiaries, was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

Directors' Indemnities

Pursuant to the Company's Articles of Association, every director of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance) which he/she may sustain or incur in or about the execution of the duties of his/her office. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the period.

Equity-linked Agreements

During the period, the Group has not entered into any equity-linked agreements.

Share Award Scheme

The Board adopted the Share Award Scheme (the “Scheme”) on January 9, 2008 (the “Adoption Date”), pursuant to which any employee or Director (including, without limitation, any Executive, Non-executive or Independent Non-executive Director) of any member of the Group (the “Eligible Person”) will be entitled to participate. Unless terminated earlier by the Board in accordance with the rules relating to the Scheme, the Scheme is valid and effective for a term of 10 years commencing on the Adoption Date provided that no contribution to the trust will be made by the Company on or after the 10th anniversary date of the Adoption Date. Details of the Scheme were announced by the Company on the Adoption Date.

The Board may, from time to time, at their absolute discretion select any Eligible Person for participation in the Scheme as a selected grantee (the “Selected Grantee”) and determine the number of shares to be awarded or make reference to a nominal amount. The relevant number of shares awarded will be purchased by the trustee of the Scheme from the market or new shares will be subscribed for at the cost of the Company and be held in trust until they are vested. When the Selected Grantee has satisfied all vesting conditions specified by the Board, the trustee of the Scheme will transfer the relevant vested shares together with the income derived therefrom (net of accrued interest) to the Selected Grantee.

The maximum number of shares which can be awarded under the Scheme is 10% of the issued share capital of the Company as at the Adoption Date, and the maximum number of shares which can be awarded to a Selected Grantee, at any one time, shall not in aggregate exceed 1% of the issued share capital of the Company as at the Adoption Date. The total issued share capital of the Company as at the Adoption Date is 1,501,252,152 shares.

Since the Adoption Date and up to June 30, 2016, a total of 2,624,000 shares had been awarded under the Scheme, representing 0.17% of the issued share capital of the Company as at the Adoption Date.

Recognition of share-based payment expenses under the Scheme during the period was US\$2,701,000. During the period ended June 30, 2016, no shares were awarded under the Scheme and no shares were transferred to the Selected Grantees upon vesting.

As at June 30, 2016, details of the awarded shares under the Scheme were as follows:

Name of Directors	Date of Award	Number of awarded shares	Number of shares				As at June 30, 2016	Vesting Period	Closing price at the Date of Award
			As at January 1, 2016	Awarded during the period	Vested during the period	Lapsed during the period			
Horst Julius Pudwill	18.9.2014	350,000	233,500	—	—	—	233,500	18.9.2015 - 18.9.2017	HK\$22.50
Horst Julius Pudwill	26.9.2014	174,000	116,000	—	—	—	116,000	26.9.2015 - 26.9.2017	HK\$22.10
Joseph Galli Jr	17.12.2014	300,000	200,000	—	—	—	200,000	17.12.2015 - 17.12.2017	HK\$25.85
Horst Julius Pudwill	15.10.2015	500,000	500,000	—	—	—	500,000	15.10.2016 - 15.10.2017	HK\$27.10
Joseph Galli Jr	15.10.2015	1,000,000	1,000,000	—	—	—	1,000,000	15.10.2016 - 15.10.2017	HK\$27.10
Kin Wah Chan	15.10.2015	100,000	100,000	—	—	—	100,000	15.10.2016	HK\$27.10
Chi Chung Chan	15.10.2015	100,000	100,000	—	—	—	100,000	15.10.2016	HK\$27.10
Stephan Horst Pudwill	15.10.2015	100,000	100,000	—	—	—	100,000	15.10.2016	HK\$27.10

Notes:

- (1) All the awarded shares are purchased from the market.
- (2) During the reporting period, a total of 203,500 shares were purchased at an aggregate consideration of US\$789,000 for satisfying the awards granted pursuant to the Scheme.

Substantial Shareholders' Interests

As at June 30, 2016, the interests and short positions of the following persons, other than directors and chief executive of the Company, in the shares, underlying shares and debentures of the Company which have been disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO have been recorded in the register kept by the Company pursuant to section 336 of the SFO:

Name	Total interests in shares	(L/S/LP)*	Approximate aggregate percentage of interests
FIL Limited ⁽¹⁾	102,405,000	(L)	5.58%
FMR LLC ⁽²⁾	165,918,725	(L)	9.05%
JPMorgan Chase & Co. ⁽³⁾	103,893,079	(L)	5.66%
	543,500	(S)	0.03%
	86,344,074	(LP)	4.71%
Schroders Plc ⁽⁴⁾	128,350,278	(L)	7.00%

* (L/S/LP) represents (Long position/Short position/Lending pool)

Notes:

- (1) The capacity of FIL Limited in holding the 102,405,000 shares was as investment manager.
- (2) The following is a breakdown of the interests in shares in the Company held by FMR LLC:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)	Deemed interests	(L/S/LP)	
FMR LLC	(2a)	—	—	165,918,725	(L)	9.05%
FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED	(2b)	3,892,000	(L)	—	—	0.21%
FIDELITY MANAGEMENT & RESEARCH (JAPAN) LIMITED	(2b)	1,264,000	(L)	—	—	0.07%
FMR CO., INC	(2b)	56,507,000	(L)	—	—	3.08%
FMR INVESTMENT MANAGEMENT (UK) LIMITED	(2b)	41,512,500	(L)	—	—	2.26%
PYRAMIS GLOBAL ADVISORS TRUST COMPANY	(2b)	34,055,975	(L)	—	—	1.86%
PYRAMIS GLOBAL ADVISORS, LLC	(2b)	28,687,250	(L)	—	—	1.56%

Remarks:

- (2a) The capacity of FMR LLC in holding the 165,918,725 shares of long position was as investment manager.
- (2b) FIDELITY MANAGEMENT & RESEARCH (HONG KONG) LIMITED, FIDELITY MANAGEMENT & RESEARCH (JAPAN) LIMITED, FMR CO., INC, FMR INVESTMENT MANAGEMENT (UK) LIMITED, PYRAMIS GLOBAL ADVISORS TRUST COMPANY and PYRAMIS GLOBAL ADVISORS, LLC were all directly or indirectly owned by FMR LLC and by virtue of the SFO, FMR LLC was deemed to be interested in the shares held by these subsidiaries.

(3) The following is a breakdown of the interests in shares in the Company held by JPMorgan Chase & Co.:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)	Deemed interests	(L/S/LP)	
JPMorgan Chase & Co.	(3a)	—	—	103,893,079	(L)	5.66%
		—	—	543,500	(S)	0.03%
		—	—	86,344,074	(LP)	4.71%
J.P. Morgan Clearing Corp	(3b)	339,160	(L)	—	—	0.02%
JF Asset Management Limited	(3b)	12,051,500	(L)	—	—	0.66%
JPMorgan Asset Management (Japan) Limited	(3b)	1,238,000	(L)	—	—	0.07%
JPMorgan Asset Management (Taiwan) Limited	(3b)	623,500	(L)	—	—	0.03%
J.P. Morgan Investment Management Inc.	(3b)	363,000	(L)	—	—	0.02%
J.P. Morgan Trust Company of Delaware	(3b)	7,905	(L)	—	—	0.00%
J.P. Morgan Whitefriars Inc.	(3b)	1,710,167	(L)	—	—	0.09%
		183,500	(S)	—	—	0.01%
J.P. Morgan Securities plc	(3b)	366,368	(L)	—	—	0.02%
		360,000	(S)	—	—	0.02%
Bank One International Holdings Corporation	(3b)	—	—	2,442,903	(L)	0.13%
		—	—	903,500	(S)	0.05%
J.P. Morgan International Inc.	(3b)	—	—	2,442,903	(L)	0.13%
		—	—	903,500	(S)	0.05%
J.P. Morgan Chase International Holdings	(3b)	—	—	366,368	(L)	0.02%
		—	—	360,000	(S)	0.02%
JPMorgan Chase Bank, N.A.	(3b)	87,125,779	(L)	—	—	4.75%
JPMorgan Asset Management (UK) Limited	(3b)	67,700	(L)	—	—	0.00%
J.P. Morgan Capital Financing Limited	(3b)	—	—	366,368	(L)	0.02%
		—	—	360,000	(S)	0.02%
J.P. Morgan Securities LLC	(3b)	—	—	339,160	(L)	0.02%
J.P. Morgan Broker-Dealer Holdings Inc	(3b)	—	—	339,160	(L)	0.02%
J.P. Morgan Capital Holdings Limited	(3b)	—	—	366,368	(L)	0.02%
		—	—	360,000	(S)	0.02%
JPMorgan Asset Management Holdings Inc	(3b)	—	—	14,343,700	(L)	0.78%
JPMorgan Asset Management (Asia) Inc.	(3b)	—	—	13,913,000	(L)	0.76%
J.P. Morgan Chase (UK) Holdings Limited	(3b)	—	—	366,368	(L)	0.02%
		—	—	360,000	(S)	0.02%
JPMorgan Asset Management Holdings (UK) Limited	(3b)	—	—	67,700	(L)	0.00%
J.P. Morgan Overseas Capital Corporation	(3b)	—	—	2,076,535	(L)	0.11%
		—	—	543,500	(S)	0.03%
JPMorgan Asset Management International Limited	(3b)	—	—	67,700	(L)	0.00%
JPMorgan Chase Bank, N.A.	(3b)	—	—	2,442,903	(L)	0.13%
		—	—	903,500	(S)	0.05%
J.P. Morgan Equity Holdings, Inc.	(3b)	—	—	7,905	(L)	0.00%
J.P. Morgan International Finance Limited	(3b)	—	—	2,442,903	(L)	0.13%
		—	—	903,500	(S)	0.05%

Remarks:

(3a) JPMorgan Chase & Co. is listed on New York Stock Exchange. The capacity of JPMorgan Chase & Co. in holding the 103,893,079 shares of long position, 543,500 shares of short position and 86,344,074 shares of lending pool respectively was as controlled corporation.

Substantial Shareholders' Interests *(continued)*

Notes: *(continued)*

(3b) J.P. Morgan Clearing Corp, JF Asset Management Limited, JPMorgan Asset Management (Japan) Limited, JPMorgan Asset Management (Taiwan) Limited, J.P. Morgan Investment Management Inc., J.P. Morgan Trust Company of Delaware, J.P. Morgan Whitefriars Inc., J.P. Morgan Securities plc, Bank One International Holdings Corporation, J.P. Morgan International Inc., J.P. Morgan Chase International Holdings, JPMorgan Chase Bank, N.A., JPMorgan Asset Management (UK) Limited, J.P. Morgan Capital Financing Limited, J.P. Morgan Securities LLC, J.P. Morgan Broker-Dealer Holdings Inc, J.P. Morgan Capital Holdings Limited, JPMorgan Asset Management Holdings Inc, JPMorgan Asset Management (Asia) Inc., J.P. Morgan Chase (UK) Holdings Limited, JPMorgan Asset Management Holdings (UK) Limited, J.P. Morgan Overseas Capital Corporation, JPMorgan Asset Management International Limited, JPMorgan Chase Bank, N.A., J.P. Morgan Equity Holdings, Inc. and J.P. Morgan International Finance Limited were all directly or indirectly owned by JPMorgan Chase & Co. and by virtue of the SFO, JPMorgan Chase & Co. was deemed to be interested in the shares held by these subsidiaries.

(4) The following is a breakdown of the interests in shares in the Company held by Schroders Plc:

Name	Remarks	Total interests in shares				Approximate percentage of interests
		Direct interests	(L/S/LP)	Deemed interests	(L/S/LP)	
Schroders Plc	(4a)	—	—	128,350,278	(L)	7.00%
Schroder Administration Limited	(4b)	—	—	128,350,278	(L)	7.00%
Schroder International Holdings Limited	(4b)	—	—	109,066,500	(L)	5.95%
Schroder Holdings (Bermuda) Limited	(4b)	—	—	109,066,500	(L)	5.95%
Schroder International Holdings (Bermuda) Limited	(4b)	—	—	109,066,500	(L)	5.95%
Schroder Investment Management Limited	(4b)	8,148,000	(L)	—	—	0.44%
	(4b)	—	—	10,168,878	(L)	0.55%
Schroder Investment Management North America Limited	(4b)	10,168,878	(L)	—	—	0.55%
Schroder Investment Management (Hong Kong) Limited	(4b)	43,454,500	(L)	—	—	2.37%
Schroder Wealth Holdings Limited	(4b)	—	—	966,900	(L)	0.05%
Schroder & Co. Limited	(4b)	—	—	842,900	(L)	0.05%
Schroder & Co. (Asia) Limited	(4b)	842,900	(L)	—	—	0.05%
Schroder & Co Bank AG	(4b)	124,000	(L)	—	—	0.01%
Schroder Investment Management (Singapore) Limited	(4b)	65,612,000	(L)	—	—	3.58%

Remarks:

- (4a) Schroders Plc is listed on London Stock Exchange. The capacity of Schroders Plc in holding the 128,350,278 shares of long position was as investment manager.
- (4b) Schroder Administration Limited, Schroder International Holdings Limited, Schroder Holdings (Bermuda) Limited, Schroder International Holdings (Bermuda) Limited, Schroder Investment Management Limited, Schroder Investment Management North America Limited, Schroder Investment Management (Hong Kong) Limited, Schroder Wealth Holdings Limited, Schroder & Co. Limited, Schroder & Co. (Asia) Limited, Schroder & Co Bank AG and Schroder Investment Management (Singapore) Limited were all directly or indirectly owned by Schroders Plc and by virtue of the SFO, Schroders Plc was deemed to be interested in the shares held by these subsidiaries.

Save as disclosed above, no other person was interested in or had a short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of the Part XV of the SFO as at June 30, 2016.

Compliance with the Corporate Governance Code of the Listing Rules

The Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix 14 of the Listing Rules (the “Corporate Governance Code”) throughout the six months period ended June 30, 2016, save that none of the Directors are appointed for a specific term since they are subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Under Article 107(A) of the Articles of Association of the Company, one-third of the Board must retire by rotation at each general meeting of the Company, and if eligible, offer themselves for re-election.

The Company has also voluntarily complied with a number of recommended best practices set out in the Corporate Governance Code, aimed at further enhancement of the Company’s corporate governance standard as well as promotion of the best interests of the Company and its shareholders as a whole.

Compliance with the Model Code of the Listing Rules

The Board has adopted the provisions of the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the “Model Code”). Specific enquiries have been made with all Directors who have confirmed that they have fully complied with the required standards as set out in the Model Code during the six months period ended June 30, 2016.

Another code of conduct on terms no less onerous than the Model Code that applies to securities transactions of all relevant employees who may be in possession of unpublished price sensitive information in relation to the Company (the “Code for Securities Transactions by Relevant Employees”) has also been adopted. No incident of non-compliance was noted by the Company during the period.

Both the Model Code and the Code for Securities Transactions by Relevant Employees have been published on the Company’s website (www.ttigroup.com).

Review of Accounts

Disclosure of financial information in this report complies with Appendix 16 of the Listing Rules. The Audit Committee has reviewed this report with the Company’s independent auditor, Deloitte Touche Tohmatsu, and the senior management of the Group, the accounting principles and practices adopted by the Group and the internal controls and financial reporting matters. The Board acknowledges its responsibility for the preparation of the accounts of the Group.

Purchase, Sales or Redemption of Securities

Other than 203,500 ordinary shares of the Company on-market purchased for satisfying the awarded shares granted under the Company’s share award scheme (details of which are set out in the “Share Award Scheme” section), neither the Company nor any of its subsidiaries has, during the period, purchased, sold or redeemed any listed securities of the Company.

By order of the Board

Horst Julius Pudwill

Chairman

Hong Kong

August 17, 2016