

China Agri-Industries Holdings Limited 中国粮油控股有限公司  
 Corporate Governance Manual for the Board of Directors 董事会企业管治手册  
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<b>Section 部分</b>	<b>Regulation 条文</b>	<b>Date of adoption 采纳日期</b>	<b>Date of last amendment 最后修订日期</b>
9.	<a href="#">Code on communication of price sensitive information and confidential information</a> 股价敏感资料及保密信息传讯守则	31/10/2008	

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## A. OBJECTIVE 目的

### A.1 This code is adopted by the Board of the Company which is being a company listed on the Stock Exchange and should:

本公司乃是在联交所上市的公司，本守则经本公司董事会通过，旨在：

- i. ensure proper internal information flow within the Group;  
确保信息在集团内部适当传讯；
- ii. ensure proper external dissemination and safeguard of the confidentiality of unpublished Price-sensitive Information and Confidential Information, as the case may be;  
确保未经公布的股价敏感资料及保密信息在集团外部得到恰当的披露及保密；
- iii. respond promptly to enquiries made to the Company by the Stock Exchange and any governmental authorities or bodies.  
及时回应联交所及任何政府部门或机构向本公司作出的查询。

### A.2 Any director or staff member within the Group in possession of the Price-Sensitive Information or Confidential Information that are unpublished shall comply with this code.

集团内任何董事或雇员持有未经公布的股价敏感资料或保密信息者均必须遵从本守则。

### A.3 This code shall take effect from the Adoption Date until the withdrawal of listing of securities of the Company on the Stock Exchange.

本守则将自采纳日期开始生效，直至公司证券撤回在联交所上市为止。

## B. EXTERNAL COMMUNICATION 外部传讯

### B.1 Communication with external parties 与外部人士的传讯

#### B.1.1 Subject to such other specific delegation that the Board may think fit from time to time, management and implementation of external communication with parties outside the Group of any such information that includes without limitation unpublished Price-sensitive Information are delegated to the Managing Director and the Appointed Spokesperson who are authorized by the Board to act in compliance with the Listing Rules in discharging the relevant duties and exercising the required authorities on behalf of the Board.

除董事会不时赋予的其他制定授权外，管理及执行与集团外部人士传讯任何信息（包括但不限于未经公布的股价敏感资料）的权力均授予董事总经理及受任发言人，董事会授权该等人士作为代表，根据上市规则履行相关责任并且执行所授权限。

**B.1.2** Any information that is addressed to any of the directors and Authorized Representatives of the Company but is directed to any other person than such named director and authorized representative shall be re-directed to the addressee through the company secretary of the Company or his designated person and where required shall be distributed to the Board.

如果任何著名传递给某一名董事或授权代表的资料，获发送给该董事或授权代表以外的其他任何人士，均应透过公司秘书或其指定人士转交给有关收件人，同时在有需要时可提呈董事会。

## **B.2 Communication with the Stock Exchange 与联交所的传讯**

**B.2.1** Pursuant to the Listing Rules, the Authorized Representatives should be appointed by the Board to act as the Company's principal channel of communication with the Stock Exchange, including without limitation, to:

根据上市规则，授权代表应由董事会委任，作为本公司与联交所的主要传讯渠道，包括但不限于：

- i. receive information from the Stock Exchange;  
接收联交所提供的信息；
- ii. respond to the enquiries from the Stock Exchange; and  
回应联交查询；及
- iii. release information to the Stock Exchange, where required.  
在需要时向联交所发放信息。

**B.2.2** The Authorized Representatives or the company secretary of the Company (or his designated person) should properly consult the Managing Director or the Appointed Spokesperson or such other director who may be delegated by the Managing Director, as the case may be, before releasing any unpublished Price-sensitive Information to the Stock Exchange.

授权代表或公司秘书（或其指定人士）在向联交所发布任何未经公布的股价敏感资料前，应妥为咨询董事总经理或他授权的其他董事（视情况而定）。

**B.2.3** Where appropriate, a statement, as to whether the Company is aware of any matter or development (including any negotiations or discussions in relation to a price-sensitive matter) that is or may be relevant to the usual price movement or trading volume of its securities listed on the Stock Exchange, should be issued under the authorization of the Board.

在恰当的情况下，应该发表经由董事会授权，表示本公司是否获悉任何事宜或发展（包括任何涉及股价敏感资料的磋商或讨论），会导致或可能导致本公司上市证券的价格或成交量出现不寻常的波动。

- B.2.4** Upon receipt of the relevant enquiry from the Stock Exchange, the Board shall be keep informed of such enquiry and the release of information to the Stock Exchange and, where applicable, the Board and/or the management may be confirmed on the accuracy of such information.

在收到联交所的有关查询后，应向董事会提呈有关查询及向联交所发布资料的情况，在适当情况下，可向董事会及/或管理层确认有关资料的准确性。

### **B.3 Communication with analysts 与分析员的传讯**

- B.3.1** Subject to such other specific delegation that the Board may think fit from time to time, the management and implementation of communication with analysts are delegated to the Managing Director and/or the Appointed Spokesperson.

除董事会不时赋予的其他指定授权外，董事总经理及/或受任发言人获授权管理及执行与分析员传讯资料的权限。

- B.3.2** The Company should decline to answer analysts' questions where the answer(s) would provide unpublished Price-sensitive Information.

如果分析员提出的问题涉及本公司未公布的价格敏感资料，本公司应拒绝回答有关问题。

### **B.4 Communication with journalists 与媒体的传讯**

- B.4.1** Subject to such other specific delegation that the Board may think fit from time to time, the management and implementation of communication with journalists are delegated to the Managing Director, the Appointed Spokesperson and the Investors Relations and Public Relations Department of the Company who are authorized by the Board to act in compliance with the Listing Rules in discharging the relevant duties and exercising the required authorities on behalf of the Board.

除董事会不时赋予的其他指定授权外，董事总经理、受任发言人及本公司投资者关系部与公共关系部获授权根据上市规则履行与媒体传讯资料相关责任及执行所受权限。

## **B.5 News monitoring 新闻监察**

**B.5.1** Records of daily media news from the newspapers, magazine and online articles in respect of business activities and commentary about the Group are reviewed and maintained by the Investors Relations and Public Relations Department of the Company.

本公司投资者关系部与公共关系部负责对每日报章、杂志及网上有关本集团的业务活动的文章及评论，进行检阅及保存。

**B.5.2** Any inaccurate or misleading information or market rumour relating to the Group should be promptly highlighted by Investors Relations and Public Relations Department of the Company to the Board, the Authorized Spokespersons, the Authorized Representatives and the company secretary for their information. Subject to such other specific delegation that the Board may think fit from time to time, the approval and execution of any decision, act, arrangement or document and where appropriate publication of announcement(s) necessary, expedient or ancillary to respond or correct any inaccurate or misleading information where appropriate are delegated to the Managing Director or such other director(s) who may be delegated by the Managing Director, as the case may be.

本公司投资者关系部及公关部应尽快向董事会、受任发言人、授权代表及公司秘书汇报与本集团相关的任何不正确或误导性的资料或市场传闻。除董事会赋予的其他指定授权外，董事总经理或他授权的其他董事（视情况而定）获授权，在恰当情况下并有需要时及有助于回应或纠正不正确或误导性资料，而做出任何决定、执行任何行动、安排或文件的批准及签署，并在适当时，发出有关公告。

## **C. PRICE-SENSITIVE INFORMATION 股价敏感资料**

### **C.1 Scope of Price-sensitive Information 股价敏感资料的范围**

**C.1.1** Price-sensitive Information that is unpublished includes without limitation such information that:

未经公布的股价敏感资料包括但不限于以下资料：

- i. is not public knowledge and, if it were, might be reasonably expected materially to affect market activity in and/or the price of listed securities of the Company; and/or  
未为公众人士所知，但可合理预期对本公司上市证券的市场活动及/或价格会构成重大影响；及/或

- ii. relates to any new major developments in the Group's activity in respect of any of the events as specified in paragraph [C.1.2] below.  
与本集团活动的任何最新重大进展相关，而涉及以下文[C.1.2]段所述的任何情况。

**C.1.2 Any references to the information that may be considered as Price-sensitive Information include (without limitation):**

股价敏感资料包括但不限于：

- ◆ **Financial results and payment of dividend or any kind of distributions and any comments in relation thereto**  
财务业绩及股息派付，或任何形式的分配，及任何相关的评论
- ◆ **Exceptional matters, such as transactions with connected persons, acquisitions and disposals subject to disclosure and/or shareholders' approval under the Listing Rules**  
特殊事项，如涉及关连人士的交易，根据上市规则需予以披露及/或需取得股东批准的收购及出售
- ◆ **Entering into a contract that the Board considers to be a material nature**  
订立董事会认为重大的合约
- ◆ **Entering into a significant investment or joint venture**  
订立重大的投资或合营安排
- ◆ **Entering into an agreement for the issue of options, warrants, notes, bonds or debentures convertible into securities**  
就发行购股权、认股权证、票据、债券或可换股证券或债券而签订协议
- ◆ **Cancellation, lapse, termination, extension, or modification of an agreement or a transaction which was previously the subject of an announcement under the Listing Rules**  
曾经按上市规则公告的协议或交易取消、失效、终止、延期或修订
- ◆ **Fund-raising exercises**  
集资活动
- ◆ **Change in use of proceeds**  
收益使用变更
- ◆ **Comments on the prospects for future earnings or dividend policy**  
就未来盈利或股息政策的前景发表评论
- ◆ **Release of any projected profits of the Company or the Group**  
发放本公司或本集团的任何预期盈利
- ◆ **Material difference in the outcome of a profit forecast figure or incorrect assumption for such forecast**  
盈利预测的结果或此等盈利预测所采用的假设出现重大差异

- ◆ **Awareness of auditors' intention to issue a qualified report on the accounts of the Company**  
获悉核数师有意就本公司账目发出有所保留意见的报告
- ◆ **Removal of auditors or directors before expiration of their term in office**  
在核数师或董事任期届满前将其免职
- ◆ **Significant restructuring, expansion or divestment plans, major changes in business direction, performance, financial condition, commitment of significant resources to an activity that is non-core business and has not previously been disclosed, and, any other information that in the opinion of the Managing Director or the Board may require reasonably prompt communication to the shareholders of the Company and the public so as to enable them to appraise the position of the Group and to avoid the establishment of a false market in its securities**  
重大重组、拓展或分拆计划、有关业务方向、业绩、财务状况出现重大改变，或对从未披露而属非核心业务投放大量资源；及为便于本公司股东及公众评估本集团状况和避免本公司证券的买卖出现虚假市场情况，而董事总经理或董事会可能认为有需要合理及时地向股东及公众传达的其他信息。
- ◆ **Events beyond the control of the Company and is of material significance to the issuer's business, operations or financial performance**  
本公司控制范围以外但对其业务、营运或财务表现有重大影响的事件
- ◆ **Any such other information that has the meaning of Price-sensitive Information as ascribed to it in the Listing Rules, any statutory or regulatory requirements rules, regulations, any Internal Regulations**  
在上市规则、任何法例或规管要求、规则、规例或任何内部规定当中被定义为股价敏感资料的其他任何信息
- ◆ **Any information that is released by the Group to any market other than Hong Kong and where the Company's securities are also listed on the Stock Exchange of such market**  
如果本公司证券同时在香港以外市场的联交所，亦包括本集团向有关市场发布的任何信息

## C.2 Dissemination of Price-sensitive Information 股价敏感资料的发布

C.2.1 The approval and execution of any decision, act, arrangement or document and where appropriate publication of announcement necessary, expedient or ancillary to the Company's compliance with the obligation of general disclosure of Price-sensitive Information under the Listing Rules are delegated to the Managing Director who is authorized by the Board to act in compliance with the Listing Rules in discharging the relevant duties and exercising the required authorities on behalf of the Board.

董事总经理获授权批准及执行任何决定、行动、安排或文件，并在适当情况下发出公告，以便有利于或有助于本公司遵守上市规则所规定有关于股价敏感资料的披露；董事会同时授权董事总经理作为代表，根据上市规则履行相关责任并且执行所需权力。

C.2.2 Disclosure should be made to the market generally as soon as reasonably practicable after the Board learns or should have reasonably been aware of any Price-sensitive Information relating to the Group and/or such information that is the subject of a decision by the Board according to the Listing Rules and/or might be reasonably expected materially to affect market activities in and/or the price of the securities:

如果董事会已经了解或应该经已合理获悉任何与集团相关的股价敏感资料，及/或有关资料需要由董事会根据上市规则作出决定，及/或可合理预期对其证券的市场活动及/或价格会重大影响，则应该在合理可行情况下尽快向市场作出披露：

- i. to enable the Stock Exchange, shareholders of the Company, holders of any securities of the Company and the public to appraise the position of the Group; or  
以便联交所、本公司股东、本公司任何证券持有人及公众可评估本集团状况；或
- ii. to avoid the establishment of false market in its securities.  
避免其证券交易出现虚假市场情况。

- C.2.3** Until an announcement is made, the Board and the management must ensure that the relevant unpublished Price-sensitive Information is kept strictly confidential and must refrain from dealing in the Company's listed securities pursuant to the relevant code on securities dealings adopted by the Company and statutory or regulatory requirements. Where the Managing Director or such other director who may be delegated by the Managing Director, as the case may be, considers that the necessary degree of security cannot be or have not been maintained, an announcement must be made as soon as practicable at his absolute discretion.
- 在发出有关公告前，董事会及管理层必须确保有关未经公布的股价敏感资料严格保密，根据本公司采纳的相关进行证券交易的守则及法例或规管要求，不得从事本公司上市证券的交易。如果董事总经理或他授权的其他任何董事（视情况而定）认为必需的保密程度无法或不能持续，必须根据他绝对酌情决定权，在合理的情况下尽快发出有关公告。
- C.2.4** The Company, where necessary, may consult the Stock Exchange and request a suspension in the trading of its securities until a formal announcement in respect of the relevant unpublished Price-sensitive Information can be made.
- 在需要时，本公司可咨询联交所，并要求将其证券暂停买卖，直至可以就有关未经公布的股价敏感资料发出正式公告为止。
- C.2.5** If the Company has made a public profit forecast and subsequently becomes aware that any of the assumption upon which the forecast is based may not be correct, or that the outcome will be materially different from the forecast figure, an announcement should be made as soon as possible.
- 如果本公司已经作出公开的盈利预测，而随后获悉预测所用的假设可能不正确，或者结果将与预测数据存在重大差异，则应该尽快发出公告。
- C.2.6** The Managing Director shall be informed by senior management or any member of the Board as soon as reasonably practicable after he learns or should have reasonably been aware of any Price-sensitive Information relating to the Group.
- 如果管理高层或任何董事会成员已经了解或应该经已合理获悉任何与本集团有关的股价敏感资料，则应在合理可行情况下尽快告知董事总经理。
- C.2.7** If the Managing Director or such other director who may be delegated by the Managing Director, as the case may be, becomes aware that its results may be significantly worse than generally accepted market expectation, an announcement may be made for warning investors of the likely impact at his absolute discretion.
- 如果董事总经理或他授权的其他董事（视情况而定）发觉本公司业绩可能远逊于市场一般预期，即可以根据其绝对酌情决定权而发出公告示警，提醒投资者可能造成的影响。

**C.2.8** The Board, any director, the Authorized Representative and/or the company secretary of the Company (or his designated person), where appropriate, may consult the professional advisers in determining whether information is price-sensitive and suspension in the trading of the Company's securities is required.

在适当情况下，董事会、获授权代表及/或公司秘书（或其指定人士）可咨询专业顾问，以便决定有关资料是否属于股价敏感资料及本公司证券是否需要暂停买卖。

## **D. CONFIDENTIAL INFORMATION 保密信息**

### **D.1 Scope of Confidential Information 保密信息的范围**

**D.1.1** Confidential Information shall mean any information that is made available to any director or employee by virtue of his possession of directorship or employment within the Group, whether transmitted in writing, on disk, by electronic means or imaging, or orally, including:

保密信息是指任何董事或雇员，因担任董事职务或获本集团聘用而掌握的任何资料，无论是透过书面、磁盘、电子形式、图像或者口头传送，包括：

- i. information which is considered by the Board as Price-sensitive Information;  
董事会认为属于股价敏感资料的信息；
- ii. information regarding financial data, work processes, suppliers and customers of the Group;  
关于本集团财务数据、工作程序、供货商以及顾客的资料；
- iii. analyses, compilations, studies, reports and similar documents that have been prepared on the basis of information mentioned in paragraph [D.1.1.i] above; and  
根据以上第 [D.1.1.i]所述信息而作出的分析、编制、研究、报告及类似文件；及
- iv. the fact that discussions and/or negotiations and their respective progresses that are regarded as confidential by the Board.  
董事会认为有关讨论及/或洽商议及对其相关进展需进行保密的事实。

D.1.2 Confidential Information shall not apply, however, to any information which:  
然而，保密信息并不适用于以下任何信息：

- i. is already in the public domain or becomes available to the public;  
经已成为公众资讯或为公众所知悉；
- ii. can be proven to have been rightfully received by the recipient from a third party without confidentiality obligation;  
可以证明是接收信息人士从未须履行保密义务的第三者合法取得；
- iii. is released:  
已经公开发布：
  - pursuant to the requirements under this code; and  
根据本守则要求而发布；及
  - by any statutory or regulatory any statutory or regulatory requirements rules, regulations, or, any Internal Regulations.  
根据任何法例或规管、法例或规管要求、规例、规则或者任何内部规定而发布。

## D.2 Confidentiality obligations 保密责任

D.2.1 The Board and the management shall ensure and procure any employee or any person in possession of Confidential Information to ensure that such Confidential Information is kept strictly confidential.

董事会及管理层应确保要求持有保密资料的任何员工或人士对有关资料严格保密，如非因与履行职务有直接关系，不得向第三方(包括内部及公众人士)披露。

D.2.2 Any Directors or employees of the Group should not make any unauthorized disclosure of Confidential Information to any other person or make any use of such information for the advantage of himself or others.

董事或任何本集团雇员未经授权不得向任何其他人士披露保密信息，亦不得利用此等信息为自己或他人谋取利益。

## E. DEFINITIONS

### 定义

In this code, the following definitions shall apply unless the context otherwise requires:

在本守则中，以下定义得以适用，除非文意另有所指：

**“Adoption Date”** means the approval date of adoption of this code by the Board;

「采纳日期」是指董事会批准采纳本守则的日期；

**“Appointed Spokesperson”** means any person(s) who is/are appointed and designated by the Managing Director or the Board for the purpose of external communication under paragraph B;

「受任发言人」是指董事总经理或董事会按第B段所述的外部传讯目的而委任或指定的任何人士；

**“Authorized Representative”** means such person that is/are appointed by the board pursuant to the Listing Rules;

「授权代表」是指董事会根据上市规则而获授权的有关人士；

**“Board”** means the board of directors of the Company;

「董事会」是指本公司的董事会；

**“Company”** means China Agri-Industries Holdings Limited;

「公司」是指中国粮油控股有限公司；

**“Confidential Information”** means any such information that is specified in paragraph [D.1];

「保密资料」是指第[D.1]段所述的有关资料；

**“Connected Person”** has the meaning ascribed to it in the Listing Rules;

「关连人士」的定义与上市规则所述相同；

**“Group”** means the Company together with its subsidiaries and associated companies;

「集团」是指公司及其附属公司与联营公司；

**“Internal Regulations”** means any constitutional requirements of the Company and any of its Connected Person or any relevant codes, regulations, policies or procedures adopted by the Company or the Board;

「内部规定」是指公司及其任何关连人士的机构要求及由本公司或董事会通过的任何相关守则、规则、政策或程序；

**“Listing Rules”** means the rules governing the listing of securities on the relevant Stock Exchange;

「上市规则」是指证券在有关联交所上市所需遵守的规定；

**“Managing Director”** means the managing director duly appointed by the Board in accordance with any applicable statutory or non-statutory requirements, rules, regulations, the articles of association of the Company and/or any Internal Regulations, as the case may be;

「董事总经理」是指由董事会根据任何相关法例或非法例要求、法规、规则、公司章程及/或任何内部规定（视情况而定）而委任的董事总经理；

**“Price-sensitive Information”** means any such information that is referred to in paragraph [C.1];

「股价敏感资料」是指第[C.1]段所述的任何相关资料；

**“Stock Exchange”** means:

「联交所」是指

- (a) The Stock Exchange of Hong Kong Limited; or  
香港联合交易所有限公司；或
- (b) Such recognized exchange of securities.  
获认可的任何证券交易所。

*Notes: Where the context so requires, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.*

*注意：根据文意需要，表示单数的词句包括众数在内，反之亦然；表示阳性的词语亦包含阴性和中性，反之亦然。*

~ End 完结 ~