

# Report of Corporate Governance

## 公司管治報告

The Company is committed to enhancing its governance structure since its establishment. By strictly complying with the PRC Company Law and the PRC Securities Law, the Listing Rules and relevant laws and regulations of both domestic and overseas securities regulatory bodies, the Company continues to improve its corporate governance and its management.

### The Board of Directors

In 2004, the Board had a total of eight directors, of whom four were independent non-executive directors. The Company re-appointed Mr. Charles Nicholas Brooke as an independent non-executive director during the general meeting held on 8 January 2004. At the extraordinary general meeting held on 28 September 2004, Ms. Wang Meijuan was appointed as an additional independent non-executive director of the Company.

### Independence of Independent Non-Executive Directors

During the period under review, all independent non-executive directors of the Company had confirmed their independence to the Company in accordance with the guidelines of the Listing Rules.

### Board of Directors Meeting

Members of the Board fully understand their responsibilities and obligations. During the period under review there were 31 meetings held by the Board (including resolutions passed by way of written resolutions) which were attended by independent directors. All independent directors had discharged their duties as required by the relevant laws and regulations in order to protect the rights of the Company and its shareholders.

本公司自成立以來，一直積極完善本公司治理結構，嚴格按照《中華人民共和國公司法》、《中華人民共和國證券法》、《上市規則》、及其它境內外證券監管機構的相關法律、法規的要求，不斷完善公司治理，提高公司管治水平。

### 董事會

於二零零四年年度內，董事會成員共有八名，其中包括四名獨立非執行董事。於二零零四年一月八日的股東大會中，重新委任蒲祿祺先生為公司之獨立非執行董事。於二零零四年九月二十八日召開的臨時股東大會中，委任王美娟女士為公司之新增獨立非執行董事。

### 獨立非執行董事的獨立性

公司年內所有獨立非執行董事均已按照上市規則的指引，向公司確認其獨立性。

### 董事會會議

董事會成員深知自己的責任和義務，年內共召開董事會及通訊表決書面議案共31次，均有獨立董事參加，獨立董事按照有關法律法規的要求履行職責，維護了本公司及所有股東的權力。

## Supervisory Committee

In 2004, the Supervisory Committee had a total of five supervisors, of whom two were independent supervisors.

The Company's supervisors effectively supervised the Company's financial operation, the legality and the performance of the Company's directors and its senior management staff in performing their duties.

## Audit Committee

In 2004, the Audit Committee of the Company had a total of four members, all of whom were independent non-executive directors of the Company. Mr. Charles Nicholas Brooke was re-appointed as an independent non-executive director on 8 January 2004 and became a member of the Audit Committee. Ms. Wang Meijuan was appointed as an independent non-executive director on 28 September 2004 and became a member of the Audit Committee thereafter.

The Audit Committee is mainly responsible for the examination and supervision of the reporting procedure of the Company's financial information and the internal control system as well as providing suggestions and advices to the Board.

## 監事會

於二零零四年年度內，監事會成員共有五名，其中包括兩名獨立監事。

公司監事勤勉盡職，對公司財務和董事及高級管理人員應履行責任的合法性、合規性進行有效的監督。

## 審核委員會

於二零零四年年度內，審核委員會成員共有四名，均為公司獨立非執行董事。蒲祿祺先生於二零零四年一月八日被重新委任為公司獨立非執行董事，同時擔任審核委員會成員。王美娟於二零零四年九月二十八日被委任為公司獨立非執行董事，同時擔任審核委員會成員。

審核委員會的主要職責將為審核及監管公司的財務呈報程序及內部控制系統，並向董事會提供建議及意見。

## Board Remuneration Committee

During the period under review, the Company established the Board Remuneration Committee which comprised four members, of whom three were independent non-executive directors (Mr. Charles Nicholas Brooke, Mr. Chen Yingjie and Mr. Zhang Hongming) and Mr. Guo Guangchang, Chairman of the Board. Mr. Charles Nicholas Brooke was re-appointed as independent non-executive director of the Company on 8 January 2004 and become a member of the Remuneration Committee thereafter.

The Board Remuneration Committee provides suggestions to the Board in relation to the payment of Directors' remuneration and other benefits. The remuneration of all Directors is regularly reviewed to ensure reasonable remuneration and benefits are maintained.

## Disclosure of Information

The Company endeavour to maintain amicable relationship and communication with its shareholders and investors as well as to enhance the Company's transparency. Upon the successful listing of its H Shares, the Company will continue to disclose information in a faithful manner. The Company will disclose information concerning its business development and strategies to investors through various channels and methods. Any legally required announcement, annual reports and interim reports are published on the corporate website [www.forte.com.cn](http://www.forte.com.cn), in which a News Centre and an investors' column were established to regularly publish press release and answer investors' FAQs. In addition, the Company's management will hold regular meetings with securities analysts and investors. The Company is confident that the abovementioned methods are able to provide investors with clear and instant understanding about the Company's business developments and the property market in China and Shanghai.

## 董事會薪酬委員會

於本年度，董事會薪酬委員會，成員共有四名，包括三名獨立非執行董事（蒲祿祺、陳穎杰、張泓銘先生）及董事長郭廣昌先生。蒲祿祺先生於二零零四年一月八日被重新委任為公司獨立非執行董事，同時擔任董事會薪酬委員會成員。

董事會薪酬委員會考慮公司支付予董事的酬金及其它福利，並給予董事會建議。全體董事的酬金受董事會薪酬委員會定期監察，確保酬金及福利水平適當。

## 信息披露工作

公司十分注重與股東及投資者保持良好的溝通，並注重提高公司透明度；本公司H股成功上市後公司繼續其一貫的實事求是的信息披露方式，透過不同渠道和方式向投資界傳達企業業務發展與策略的信息，公司網站 [www.forte.com.cn](http://www.forte.com.cn) 均定期刊載公司的法定公告、年報、中報，並在其中建立公司新聞中心和投資者天地欄目，以定期發放新聞稿，及為投資者解答常見問題，公司管理層也將定期與證券分析員和投資界會面。通過以上方式，公司相信這將有助於投資界可及時瞭解本公司業務發展情況及對中國與上海等地物業市場的認知。

## Investor Relations

During the Year, the Company met many investors and arranged investors to visit its property sites.

Table: Major investors' relations activities during the past Year

## 投資者關係

在過去一年裏，在公司接見過數百投資者，並不時安排投資者實地參觀樓盤

表列：過去一年主要的投資者關係活動

Month 月份	Organizers 組織機構	Name of Activities 會議名稱	Location 地點
April 四月	Forte 復地	Corporate presentation of annual operating results announcement 2003 二零零三年全年業績公佈企業推介會	Hong Kong 香港
May 五月	CLSA 里昂證券	Greater China Conference 大中華會議	Qingdao, Shandong Province 山東省青島市
	Deutsche Bank 德意志銀行	Corporate Day 企業推介日	Hong Kong 香港
	Forte 復地	Investor Shanghai Tour 投資者上海參觀團	Shanghai 上海
June 六月	Credit Suisse First Boston 瑞士信貸第一波士頓	Corporate Day 企業推介日	Singapore 新加坡

Month 月份	Organizers 組織機構	Name of Activities 會議名稱	Location 地點
August 八月	Forte 復地	Corporate presentation of interim results announcement 2004 二零零四年中期業績公佈企業推介會	Hong Kong 香港
	Forte 復地	Global roadshow 全球路演	Hong Kong, Singapore, UK and USA 香港、新加坡、英國及美國
October 十月	BNP Paribas Peregrine 法國巴黎百富勤	China Conference 大中華會議	Kunming, Yunnan province 雲南省昆明市
November 十一月	Morgan Stanley 摩根士丹利	Asian Conference 亞洲會議	Singapore 新加坡
	Credit Suisse First Boston 瑞士信貸第一波士頓	Asian Conference 亞洲會議	Japan 日本
December 十二月	Citigroup 花旗銀行	Hong Kong/ PRC small cap company seminar 香港／中國中小型資金公司會議	Hong Kong and Singapore 香港及新加坡

## Social Responsibilities

### Community activities

April, May 2004 — Forte Environmental Protection Festival

July, August 2004 — Forte Basketball Competition

September, October 2004 — Forte Motor Parade

December 2004 — Forte “Luhua Cup” Creative Healthy Cooking Competition

## Employment, Training and Development

### Number of employees and their structure

As at 31 December 2004, the Group had a total of 1,007 employees, of whom 326 received university degree or above, representing 32.4%; 795 were under the age of 40, representing 78.9%; 245 were technical engineers, representing 24.3%; and 241 were operation and management staff, representing 23.9%.

### Management Structure

At present, the Company has 8 directors and 8 senior managers. The average age of mid-ranking to senior managers is less than 40 years old.

## 社會責任

### 社區活動

二零零四年四、五月—復地社區環保節活動

二零零四年七、八月—復地杯社區籃球賽

二零零四年九、十一—復地社區汽車節

二零零四年十二月—「魯花杯」復地社區健康創意廚藝大賽

### 僱用、培訓及發展

#### 員工人數、員工結構

截至二零零四年十二月三十一日，集團共有員工1,007人，其中，本科以上326人，佔32.4%，40歲以下員工795人，佔78.9%，工程技術人員245人，佔24.3%，經營管理人員241人，佔23.9%。

### 管理層的構成

目前，公司董事8名，高級管理人員8名，中高級管理人員平均年齡小於40歲。

## Employees Remuneration and Appraisal System

The Group takes factors such as the overall remuneration standard in the industry, consumer products price index, the economy efficiency of the Group and performance of employees into full consideration when establishing its remuneration system. The Group also allocated human resources in a proper and effective way in order to maintain its sustainable development. Whereas, the Company participates in market research of salary and benefits in the industry organized by renowned consulting companies every year and monitors the employees' remuneration and benefit system timely in accordance with the research results so as to increase its competitiveness in the market.

## Continual education for employees and professional training strategy

The Group is also committed to create education and promotion opportunities and offer effective means of personal development and career prospects for employees. By creating an educational environment within the Group, the value of its staff is enhanced which, in turn, provides the Group with a competitive edge for the Group in respect of human resources.

## Internal communications with employees

The Company established diversified and multiple communication channels. Employees can express their views and personal opinions on Forte's intranet. The Company holds discussions with employees occasionally to share their views and suggestions, and the Company will make immediate improvements accordingly. The "star of advice" is also chosen and presented as an award to an employee who provides the best and the most constructive advice or suggestion to the Group. Employees can also discuss and communicate with the senior management directly. The Company is able to understand the employees immediately through multiple communication channels, thus creating a democratic and harmonious corporate environment.

## 員工酬金及晉升的釐定方法

復地集團的薪資體系，充分考慮到市場同行業的薪資狀況、物價水平、企業經營效益以及員工的績效等諸多方面的因素，充分調動企業員工的工作熱情，為集團的可持續發展提供保障。公司每年都會參加知名諮詢公司組織的行業薪資福利市場調查，並根據調查結果及時調整員工的薪資福利體系，使之更具市場競爭力。

## 員工持續進修及人才培訓策略

集團致力於為全體員工創造學習、提高的機會，提供完善自我、拓展職業生涯的有效途徑。通過努力營造學習型組織氣氛，確保人力資源的不斷增值，為本集團打造人才競爭優勢。

## 與員工的內部溝通

公司建立了多方位、多渠道的溝通渠道。在復地內網上，員工可以暢所欲言，發表個人的看法；公司還不定期地舉辦員工懇談會，傾聽員工意見和建議，而公司會及時加以改進，並在向本集團提供最佳和最有建設性意見的員工中評選出「諫言之星」進行獎勵；員工也可以直接和高層領導進行對話、溝通。多種溝通方式，使公司能及時瞭解員工的所思所想，構築民主和諧的企業氣氛。