

# 公司管治 Corporate Governance

The Group is committed to high standards of corporate governance by fair disclosure and transparent reporting. The Board believes that good corporate governance can maximize the benefit of shareholders and will strive to review and improve the corporate governance practice.

## THE BOARD

The Board comprises two Executive Directors, eight Non-Executive Directors and three Independent Non-Executive Directors whose biographical details are presented in the "Profile of Directors" section of this annual report.

The Board meets regularly to discuss overall strategic direction, financial performance, and significant operational matters that will affect the Group as a whole. The roles of the Chairman and Managing Director are separate and distinct with a clear division of responsibilities since the Group's listing in 1997.

In the 2004 annual general meeting, the Company amended its Bye-laws to make all Directors (including the Chairman and the Managing Director) subject to retirement by rotation at the annual general meeting. Pursuant to the Bye-law, all Directors appointed to fill a casual vacancy are subject to re-election at the next annual general meeting following their appointment. The Directors to be re-elected at the forthcoming annual general meeting are set out in the "Directors' Report" of this annual report.

In FY05, the Board met four times with the attendance record of individual director as follows:

本集團致力透過合理及具透明度之資料披露及申報，達致卓越之企業管治水平。董事會深信良好之公司管治可充份提升股東之利益，因此會致力檢討及改善公司管治慣例。

## 董事會

董事會成員包括兩名執行董事、八名非執行董事及三名獨立非執行董事，彼等之履歷資料載於本年報「董事簡介」一節。

董事會定期舉行會議，討論整體策略方針、財務表現及影響本集團整體之重大經營事項。自本集團於一九九七年上市以來，主席與董事總經理之職務一直獨立分開，職責亦明確劃分。

於二零零四年股東週年大會上，本公司修訂其公司細則，使全體董事（包括主席及董事總經理）均須於股東週年大會上輪值告退。根據公司細則，獲委任填補空缺之董事一律須於獲委任後之下一屆股東週年大會上重選。須於即將舉行之股東週年大會上重選之董事已載列於本年報「董事會報告」一節內。

於二零零五財政年度，董事會曾舉行四次會議，各董事之出席率記錄如下：

Name of Directors	董事姓名	Number of meetings attended/ Number of meetings held 出席會議次數／舉行會議次數
<b>Executive Directors</b>		
Lai Yam Ting (Managing Director)	賴音廷 (董事總經理)	4/4
Lau Ming Chi, Edward	劉銘志	4/4
<b>Non-Executive Directors</b>		
Allen Joseph Pathmarajah (Chairman)	Allen Joseph Pathmarajah (主席)	4/4
Kuo Chi Yung, Peter (Deputy Chairman)	郭其鏞 (副主席)	4/4
Tan Swee Hock, Sunny	陳瑞福	4/4
Moo Kwee Chong, Johnny	巫貴昌	4/4
Tan Suan Kheng, Esther	陳川琮	3/4
Michael William Brinsford	Michael William Brinsford	4/4
Samuel Timothy Hilbert	Samuel Timothy Hilbert	4/4
Darren John Collins*	Darren John Collins*	2/4
<b>Independent Non-Executive Directors</b>		
Cheung Man, Stephen*	張文*	1/4
Hon Sheung Tin, Peter	韓相田	4/4
Li King Hang, Richard	李景衡	3/4

\* Both Mr. Darren John Collins and Mr. Cheung Man, Stephen were appointed during the year on 16th September, and 5th November, 2004 respectively; they have attended all board meeting(s) since their appointment.

\* Darren John Collins先生及張文先生分別於二零零四年九月十六日及十一月五日獲委任；彼等自獲委任以來一直出席所有董事會會議。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company appointed Mr. Cheung Man, Stephen as an additional Independent Non-Executive Director. Being an Independent Non-Executive Director with appropriate professional qualifications and accounting and financial management expertise, Mr. Cheung was also appointed Chairman of the Audit Committee in compliance with Rule 3.21 of the Listing Rules. The Company has received from each Independent Non-Executive Director an annual confirmation of their independence in accordance with Rule 3.13 of the Listing Rules. The Company considers each of them to be independent.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. Prior to dealings of any securities in the Company, the Directors are required to notify the Chairman or designated director in writing of any proposed transactions and obtain a written acknowledgement.

The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code during the year ended 31st March, 2005, and they all confirmed that they have fully complied with the required standard set out in the Model Code.

### BOARD COMMITTEES

The Board has established three committees comprising Audit Committee, Remuneration Committee and Management Committee.

#### Audit Committee

The Audit Committee was established in 1999 and its current members comprise:

- Mr. Cheung Man, Stephen\* (Chairman);
- Mr. Allen Joseph Pathmarajah;
- Mr. Hon Sheung Tin, Peter\*; and
- Mr. Li King Hang, Richard\*.

\* Independent Non-Executive Director

### 獨立非執行董事

根據上市規則第3.10(1)及3.10(2)條，本公司委任張文先生為額外獨立非執行董事。作為具備適當專業資格與會計財務管理專業知識之獨立非執行董事，張文先生亦獲委任為審核委員會主席以遵守上市規則第3.21條之規定。本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交之年度確認書，確認其獨立性。本公司認為全體獨立非執行董事確屬獨立人士。

### 董事之證券交易

本公司已採納上市規則附錄10所載之「上市發行人董事進行證券交易之標準守則」（「標準守則」）。董事於買賣本公司任何證券之前，必須將建議交易以書面形式通知主席或指定董事及接獲書面確認。

本公司已就截至二零零五年三月三十一日止年度有否遵守標準守則而特別向全體董事作出查詢，全體董事均確認彼等已全面遵守標準守則所規定之標準。

### 董事委員會

董事會下設三個委員會，計有審核委員會、薪酬委員會及管理委員會。

#### 審核委員會

審核委員會於一九九九年成立，現有成員包括：

- 張文先生\* (主席)；
- Allen Joseph Pathmarajah 先生；
- 韓相田先生\*；及
- 李景衡先生\*。

\* 獨立非執行董事

The Audit Committee has its terms of reference modeled on “A Guide for the Formation of an Audit Committee” issued by the Hong Kong Society of Accountants (now known as “Hong Kong Institute of Certified Public Accountant”) since its establishment. The Board is in the process of reviewing its terms of reference in accordance with the “Code of Corporate Governance Practices” as set out in Appendix 14 of the Listing Rules which takes effect from 1st January, 2005 (the “CG Code”).

During the year, the Audit Committee also extended its financial review to include quarterly results announcement. Instead of meeting twice a year, the Audit Committee will meet quarterly to review with management the accounting principles and practices adopted by the Group and discuss auditing, internal control and financial reporting matters including the review of quarterly, interim and annual results. The Company has adopted quarterly reporting voluntarily since FY04 to enhance corporate transparency and provide timely information to shareholders.

### **Remuneration Committee**

The Remuneration Committee was established in 2003 and its current members comprise:

- Mr. Michael William Brinsford (Chairman);
- Mr. Tan Swee Hock, Sunny;
- Mr. Cheung Man, Stephen\*;
- Mr. Hon Sheung Tin, Peter\*; and
- Mr. Li King Hang, Richard\*.

\* *Independent Non-Executive Director*

The Remuneration Committee is primarily responsible for making recommendation to the Board on the remuneration policy for all Directors and senior management and share options matters. The Board is in the process of reviewing and formulating its terms of reference in accordance with the CG Code. There is no fixed schedule for meeting of Remuneration Committee; the Committee meets to discuss related issues when need arises.

自成立以來，審核委員會已根據香港會計師公會頒佈之「成立審核委員會指引」制訂職權範圍。董事會現正按照上市規則附錄14所載並於二零零五年一月一日生效之「企業管治常規守則」（「企業管治守則」）檢討審核委員會之職權範圍。

年內，審核委員會亦將財務審核範圍擴大至包括季度業績公佈。審核委員會將於每季而非每半年舉行會議，與管理層檢討本集團採納之會計政策及慣例，並磋商核數、內部監制及財務報表事項，包括審核季度、中期及年度業績。本公司自二零零四財政年度起自願採納季度業績公佈，務求加強公司透明度，並及時為股東提供資料。

### **薪酬委員會**

薪酬委員會於二零零三年成立，現有成員包括：

- Michael William Brinsford先生（主席）；
- 陳瑞福先生；
- 張文先生\*；
- 韓相田先生\*；及
- 李景衡先生\*。

\* *獨立非執行董事*

薪酬委員會主要負責就全體董事及高級管理層之薪酬政策及購股權事項向董事會提供建議。董事會現正按照企業管治守則檢討及制訂薪酬委員會之職權範圍。薪酬委員會並無固定會議時間表，惟將於有需要時舉行會議商討有關事項。

### Management Committee

The Management Committee (formerly Executive Committee) was established in 1997 and its current members comprise:

- Mr. Tan Swee Hock, Sunny (Chairman);
- Mr. Lai Yam Ting;
- Mr. Lau Ming Chi, Edward;
- Ms. Tan Suan Kheng, Esther; and
- Mr. Darren John Collins.

The Management Committee is responsible for managing and reviewing the Company's day-to-day operation and financial reporting, and making recommendation in respect of the objectives and strategies of the Group. The Board is in the process of reviewing and formulating its terms of reference. The Management Committee meets monthly to discuss the related issues.

### INTERNAL AUDIT

The work of internal auditors is focused and prioritized upon the risk areas as determined by senior management and Audit Committee. Computer Sciences Corporation (CSC), our ultimate holding company, is listed on the New York Stock Exchange and is required to comply with the Sarbanes-Oxley Act of 2002 (the "Act"). The purpose of the Act is to enhance transparency and accountability of companies in terms of corporate governance and financial reporting. As part of CSC's global compliance program, internal auditors conducted compliance audit in relation to the Act on the Company during FY05.

### 管理委員會

管理委員會（前執行委員會）於一九九七年成立，現有成員包括：

- 陳瑞福先生（主席）；
- 賴音廷先生；
- 劉銘志先生；
- 陳川琮女士；及
- Darren John Collins先生。

管理委員會負責管理及檢討本公司之日常運作及財務申報程序，並就本集團之目標及策略提供建議。董事會現正審閱及制訂管理委員會之職權範圍，而管理委員會每月均會舉行會議討論有關事項。

### 內部審核

內部核數師對高級管理層及審核委員會認為出現風險之範圍，作出針對性及優先處理。本公司之最終控股公司Computer Sciences Corporation (CSC) 於紐約證券交易所上市，須遵守Sarbanes-Oxley二零零二年法案（「法案」）。法案之目的為提升公司管治及財務申報程序之透明度，並加強公司問責制度。作為CSC全球監管計劃之其中一環，內部核數師於二零零五財政年度就法案對本公司進行規管審核。