

# Corporate Governance Report 企業管治報告書



## Generating Shareholder Value 為股東帶來更佳回報

In the opinion of the Directors, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices (CG Code) contained in Appendix 14 of the Rules Governing the Listing of Securities on the SEHK (Listing Rules) since our IPO date being 28 October 2005 to 31 December 2005, save for the code provisions on internal controls, which are to be implemented for accounting periods commencing on or after 1 July 2005 pursuant to the announcement of the SEHK issued on 19 November 2004. The Audit Committee is now reviewing the internal control system, which will soon be implemented.

### Board of Directors

The Company is led and controlled through the Board of Directors, which is constituted by 2 Executive Directors, 8 Non-executive Directors, including the Chairman of the Board, and 3 Independent Non-executive Directors. The 3 Independent Non-executive Directors have all confirmed in writing to the Company that they meet all the guidelines for assessing independence set out in rule 3.13 of the Listing Rules.

The Board oversees the overall management and operations of the Company. Major responsibilities include approving the Company's overall business, financial and technical strategies, setting key performance targets, approving budgets and major expenditures, supervising and scrutinizing the performance of management.

There is no service contract between the Company and the Non-executive Directors and Independent Non-executive Directors. They have no fixed term of service with the Company but will be subject to rotational retirement and re-election requirement at annual general meetings pursuant to Article 100 of the Articles of Association of the Company. Pursuant to that Article, one half of the Directors shall retire but may be eligible for re-election at each annual general meeting.

The Board has adopted the Model Code set out in Appendix 10 of the Listing Rules and the Directors have fully complied with it.

The emolument payable to Directors is determined by the Board with reference to the Directors' duties and responsibilities.

董事認為，除了根據聯交所於二零零四年十一月十九日發出的公佈，規定須就二零零五年七月一日或之後開始的會計期間推行的內部監控守則條文外，本公司於二零零五年十月二十八日至二零零五年十二月三十一日期間，一直遵守載於聯交所證券上市規則（「上市規則」）附錄14的企業管治常規守則（「企業管治守則」）所載守則條文。審核委員會目前正檢討短期內將會推行的內部監控系統。

### 董事會

本公司由董事會領導及管治。董事會成員包括2位執行董事、8位非執行董事（包括董事會主席）及3位獨立非執行董事。3位獨立非執行董事已向本公司作出書面確認，他們已符合上市規則第3.13條所載以評估其獨立性的指引。

董事會負責監察本公司的整體管理及營運。董事會的主要職責，包括批核本公司的整體業務、財務及技術策略；設定關鍵的業績表現目標；批核財政預算與主要開支；以及監督和監察管理層的表现。

本公司與非執行董事及獨立非執行董事概無訂立任何服務合約。他們為本公司服務並無固定年期，惟他們將須根據本公司細則第100條於股東週年大會上輪席告退並可被重選連任。根據該細則，董事會內半數董事需每年輪值告退，但他們若符合資格，可於每屆股東週年大會上膺選連任。

董事會已採納上市規則附錄10的標準守則，所有董事均有遵守有關守則。

董事酬金乃董事會按董事的職責而釐定。

## Corporate Governance Report (continued)

### 企業管治報告書 (續)

#### Meetings

Pursuant to relevant provisions of the Articles of the Company, the Board meets regularly for at least four times a year, i.e. at approximately quarterly intervals. In addition, special meetings of the Board will be convened if the situation requires so. During the calendar year of 2005, the Board convened a total of eight times and the attendance of the Directors are tabulated as follows:

#### 會議

根據本公司章程的相關條文，董事會須每年召開最少四次定期會議，亦即大約每季開會一次。此外，董事會亦會按需要召開特別會議。於二零零五年公曆年間，董事會合共召開八次會議，董事的出席率列表如下：

Name	姓名	Number of meetings held while being a director 任職董事時 召開的會議次數	Number of meetings attended 出席會議次數
<b>Chairman</b>	<b>主席</b>		
Dr. LEE Nai Shee, Harry, S.B.S., J.P.	李乃熺博士·S.B.S.·J.P.	8	8
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Hubert CHAK	翟迪強先生	8	7
Dr. CHEUNG Yiu Sing	張耀成博士	8	8
Mr. Alistair CURRIE	Alistair CURRIE先生	8	6
Mr. LAU Kam Kuen, David	劉淦權先生	7	7
Mr. LO Sze Wai, Albert	羅四維先生	5	5
Mr. NG Chik Sum, Jackson	吳植森先生	8	6
Mr. YING Tze Man, Kenneth	英子文先生	8	4
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Dr. FONG Ching, Eddy	方正博士	5	5
Mr. HO Lap Kee, Sunny	何立基先生	5	4
Mr. WONG Tin Yau, Kelvin	黃天祐先生	5	5
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. YUE Kwok Hung, Justin (Chief Executive Officer)	余國雄先生 (行政總裁)	8	8
Ms. CHUNG Shun Kwan, Emily (Chief Operations Officer)	鍾順群女士 (營運總監)	5	5
<b>Directors resigned during 2005</b>	<b>二零零五年間辭任董事</b>		
Mr. Martin CUBBON	Martin CUBBON先生	3	1
Mr. JIANG Wei	蔣偉先生	3	3
Mr. KAN Kam Chan, Patrick	簡錦燦先生	3	3
Mr. LEUNG Kwan Yuen, Andrew	梁君彥先生	3	3
Mr. YUEN Man Chung, Tommy	袁民忠先生	1	1

## Committees of the Board

The Board has established the following committees: the Audit Committee, the Remuneration Committee and the Nomination Committee.

### Audit Committee

The Audit Committee consists of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors.

- Dr. FONG Ching, Eddy, S.B.S., J.P. (*Chairman*)
- Mr. WONG Tin Yau, Kelvin
- Mr. Hubert CHAK

The Audit Committee oversees the overall financial reporting process as well as the adequacy and effectiveness of the Company's internal control. In addition, it is responsible for making recommendations to the Board for the appointment, reappointment or removal of the external auditor. It also reviews and monitors the external auditor's independence and objectivity as well as the effectiveness of the audit process to make sure that it is in full compliance with applicable standards.

### Report of Audit Committee

In 2005, the Audit Committee convened four times. In addition to reviewing and approving the various audit plans and audit reports prepared by the Internal Audit Department of the Company, it has also reviewed the interim and yearly financial reports of the Company.

### Auditors' Remuneration

During 2005, the audit and non-audit fees payable/paid to KPMG was made up of an audit fee of HK\$0.4 million and a non-audit related service fee of HK\$1.2 million. The latter included taxation service and professional service for the issuance of new shares.

### Remuneration Committee

The Remuneration Committee consists of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors.

- Mr. WONG Tin Yau, Kelvin (*Chairman*)
- Dr. LEE Nai Shee, Harry, S.B.S., J.P.
- Mr. HO Lap Kee, Sunny

### 董事會委員會

董事會已成立以下三個委員會：審核委員會、薪酬委員會及提名委員會。

### 審核委員會

審核委員會由3位非執行董事組成，其中2位為獨立非執行董事。

- 方正博士S.B.S. · J.P. (主席)
- 黃天祐先生
- 翟迪強先生

審核委員會監察公司的整體財務報告程序及內部監控步驟是否充足有效。此外，審核委員會亦負責就委任、重新委任或撤換外聘核數師，向董事會作出推薦建議；審核委員會同時檢討和監督外聘核數師是否獨立、客觀，以及審核程序是否有效，藉此確保審核程序乃全面遵照適用的準則。

### 審核委員會報告

於二零零五年度，審核委員會召開了四次會議。除審閱及批核本公司內部核數部門編製的各項核數計劃及核數報告外，審核委員會亦審閱了本公司的中期及年度財務報告。

### 核數師酬金

於二零零五年，本集團應付／已付畢馬威會計師事務所的總費用包括核數費用港幣40萬元及非核數服務費港幣120萬元，後者包括稅項服務及發行新股份的專業服務。

### 薪酬委員會

薪酬委員會由3位非執行董事組成，其中2位為獨立非執行董事。

- 黃天祐先生 (主席)
- 李乃熿博士S.B.S. · J.P.
- 何立基先生

## Corporate Governance Report *(continued)*

### 企業管治報告書 *(續)*

#### Remuneration Committee *(continued)*

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management.

The remuneration of Directors is determined by the Board based on the advice of the Remuneration Committee with reference to their responsibilities with the Company. During the year, the Remuneration Committee convened two times and made recommendations to the Board regarding the remuneration policy of the Company.

#### Nomination Committee

The Nomination Committee consists of 3 Non-executive Directors; 2 of them are Independent Non-executive Directors.

- Mr. HO Lap Kee, Sunny *(Chairman)*
- Dr. LEE Nai Shee, Harry, S.B.S., J.P.
- Dr. FONG Ching, Eddy, S.B.S., J.P.

The main duty of the Nomination Committee is to review the structure, size and composition of the Board and to select suitable Board members.

The selection of individuals to become Directors is based on assessment of their professional qualifications and experience. The Nomination Committee held its first meeting in July 2005.

#### 薪酬委員會 *(續)*

薪酬委員會負責就本公司的董事及高級管理層的薪酬政策及架構，向董事會提出推薦建議。

薪酬委員會根據董事於公司的職責，向董事會作出提議，再由董事會決定董事的酬金。年內，薪酬委員會召開了兩次會議，並就本公司的薪酬政策，向董事會提出建議。

#### 提名委員會

提名委員會由3位非執行董事組成，其中2位為獨立非執行董事。

- 何立基先生 (主席)
- 李乃熺博士 S.B.S. · J.P.
- 方正博士 S.B.S. · J.P.

提名委員會的主要職責，是檢討董事會的架構、規模及組合，並甄選合適的董事會成員。

本公司將會評估個別人士的專業資格及經驗而揀選董事。提名委員會於二零零五年七月召開第一次會議。