

The Company has, throughout the year ended 31st December 2005, complied with the Code of Best Practices set out in Appendix 14 of the Listing Rules (the “Listing Rules”). The Code of Corporate Governance Practices which has become effective for accounting periods commencing on or after 1st January 2005. The Company has, to a certain extent, applied the principles and complied with code provisions and the recommended best practices of the Code on Corporate Governance Practices throughout the year ended 31st December 2005.

#### BOARD OF DIRECTORS

The Board currently comprises five Executive Directors and four Independent Non-executive Directors.

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rules 3.13 of the Listing Rules. The Company considers all of the Independent Non-executive Directors to be independent.

The Board met four times in fiscal year of 2005 to review the financial and operating performance of the Group and to consider and approve the annual budget for the Group. Individual attendance of each Board member at these meetings is as follows:

	Attendance		出席率
<i>Executive Directors</i>		<i>執行董事</i>	
Mr. Senta Wong	4/4	王忠桐先生	4/4
Mr. Edward Ying-Chun Tsui	4/4	徐應春先生	4/4
Mr. Byron Shu-Chan Ho	4/4	何樹燦先生	4/4
Mr. Bengie Man-Hang Kwong	4/4	鄺敏恆先生	4/4
Mr. Hamed Hassan EL-ABD	4/4	Hamed Hassan EL-ABD先生	4/4
<i>Independent Non-Executive Directors</i>		<i>獨立非執行董事</i>	
Mr. Peter Chung-Yin Lee	3/4	李仲賢先生	3/4
Mr. John Ho	4/4	何約翰先生	4/4
Mr. Philip Wan-Chung Tse	4/4	謝宏鍾先生	4/4
Mr. Gene Howard Weiner	4/4	Gene Howard Weiner先生	4/4

Other Board Meetings with the attendance of senior management were held regularly during the year to discuss the day-to-day management and administration as well as the recent business development of the Group.

本公司於截至二零零五年十二月三十一日止年度一直遵守上市規則(「上市規則」)附錄14所載之最佳應用守則。二零零五年一月一日或之後開始之會計期間生效之企業管治常規守則。本公司於截至二零零五年十二月三十一日止年度內在在一定程度上採納了企業管治常規守則之原則及遵守其中之守則規定及其建議最佳常規。

#### 董事會

董事會現由五名執行董事及四名獨立非執行董事組成。

本公司已收到各獨立非執行董事根據上市規則第3.13條就其身份之獨立性發出之週年確認書，本公司認為各獨立非執行董事均是獨立人士。

於二零零五財政年度內董事會共開會四次，以檢討本集團之財務及營運表現，及考慮與批准本集團之全年預算。董事會各成員於該等會議之出席率如下：

高級管理層於年內亦會定期出席其他的董事會會議，以討論集團的日常管理、行政事務及集團最近之業務發展。

All minutes of the Board Meetings are prepared and kept by the Company Secretary and open for inspection by Directors upon reasonable notice.

#### **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

The Company does not have a separate Chairman and Chief Executive Officer and Mr. Senta Wong currently holds both positions. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership and allows for more effective planning and execution of long term business strategies. The Board also believes that the Company already has a strong corporate governance structure in place to ensure effective supervision of management. Such a structure provides many of the benefits of having a separate Chairman and Chief Executive Officer. The structure includes:

- Having the Audit Committee composed exclusively of Independent Non-executive Directors;
- Having Independent Non-executive Directors comprising a majority of the Remuneration Committee;
- Ensuring that Independent Non-executive Directors have free and direct access to both the Company's external and internal auditors and independent professional advice where considered necessary.

The Board believes that these measures will ensure that our Independent Non-executive Directors continue to effectively supervise the Group's Management and to provide vigorous control of key issues relating to strategy, risk and integrity. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes, including the separation of the positions of Chairman and Chief Executive Officer, are necessary.

#### **DIRECTORS' SECURITIES TRANSACTIONS**

The Group has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the "Code") set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors have confirmed that they have complied with the required standard set out in the Code throughout the year ended 31st December 2005.

公司秘書保存所有董事會會議記錄，及在合理通知的情況下，公開有關會議記錄予任何董事查閱。

#### **主席及行政總裁**

本公司主席及行政總裁之角色沒有區分，現時由王忠桐先生同時擔任此兩個職位。董事會認為由同一人擔任主席及行政總裁之職位能為本集團提供強勢及貫徹之領導，及更有效策劃及推行長期商業策略。董事會亦相信，本公司已擁有健全之企業管治架構，確保可有效地監督管理層，而該架構帶來許多將主席及行政總裁角色劃分之效益。有關架構包括：

- 審核委員會之成員全部為獨立非執行董事；
- 薪酬委員會大部份之成員為獨立非執行董事；
- 確保獨立非執行董事可自由及直接地接觸本公司之外聘核數師及內部審計師，並在有需要時尋求獨立專業意見。

董事會相信上述措施和安排能確保獨立非執行董事繼續有效地監督本集團之管理層，並且在策略、風險和誠信等重要事項上起積極監管之作用。董事會會不斷檢討本集團企業管治架構之成效，用以評估是否需要作任何修改，包括將主席及行政總裁之角色劃分。

#### **董事進行證券交易**

本集團已採納上市規則附錄10所載之上市公司董事進行證券交易之標準守則（「守則」）。經本公司查詢後，全部董事均確認，彼等於截至二零零五年十二月三十一日止年度內遵守載於守則之標準。

## REMUNERATION OF DIRECTORS

The Remuneration Committee was established in April 2005. This Committee now comprises three Independent Non-executive Directors, who are:

Mr. John Ho (*Chairman*)  
Mr. Philip Wan-Chung Tse  
Mr. Peter Chung-Yin Lee

The Committee was set up to consider and approve the remuneration packages of the executive directors and senior management of the Group, including the terms of salary and bonus schemes and share option scheme. The Committee also reviews the structure, size and composition (including the skill, knowledge and experience) of the Board from time to time and recommends to the Board on appointments of Directors and the succession planning for Directors.

The Committee met twice in fiscal year of 2005. Individual attendance of each Committee member at these meetings is as follows:

	Attendance		出席率
<i>Independent Non-Executive Directors</i>		<i>獨立非執行董事</i>	
Mr. John Ho	2/2	何約翰先生	2/2
Mr. Peter Chung-Yin Lee	1/2	李仲賢先生	1/2
Mr. Philip Wan-Chung Tse	2/2	謝宏鍾先生	2/2
In Attendance:		列席:	
<i>Executive Directors</i>		<i>執行董事</i>	
Mr. Senta Wong	2/2	王忠桐先生	2/2
Mr. Edward Ying-Chun Tsui	2/2	徐應春先生	2/2
Mr. Byron Shu-Chan Ho	2/2	何樹燦先生	2/2
Mr. Bengie Man-Hang Kwong	2/2	鄺敏恆先生	2/2
Mr. Hamed Hassan EL-ABD	2/2	Hamed Hassan EL-ABD先生	2/2
<i>Independent Non-Executive Director</i>		<i>獨立非執行董事</i>	
Mr. Gene Howard Weiner	1/2	Gene Howard Weiner先生	1/2

## AUDIT COMMITTEE

The Audit Committee was established in 1999. Its current members include three Independent Non-executive Directors, who are:

Mr. John Ho (*Chairman*)  
Mr. Philip Wan-Chung Tse  
Mr. Peter Chung-Yin Lee

## 董事酬金

薪酬委員會成立於二零零五年四月。該委員會現由三名獨立非執行董事組成，分別為：

何約翰先生 (主席)  
謝宏鍾先生  
李仲賢先生

委員會之成立旨在審批本集團執行董事及高級管理層之薪酬福利，包括薪金及花紅計劃及購股權計劃。委員會亦不時檢討董事會之架構、規模及組成(包括董事之技能、知識及經驗)，並就董事之委任及董事繼任之策劃向董事會提出建議。

於二零零五財政年度內委員會共召開兩次會議。委員會各成員於該等會議之出席率如下：

A written terms of reference for the Audit Committee, which clearly defined the role, authority and function of the Audit Committee, has been adopted by the Group.

The Audit Committee met twice in fiscal year of 2005. Individual attendance of each Committee member at these meetings is as follows:

	Attendance		出席率
<i>Independent Non-Executive Directors</i>		<i>獨立非執行董事</i>	
Mr. John Ho	2/2	何約翰先生	2/2
Mr. Peter Chung-Yin Lee	0/2	李仲賢先生	0/2
Mr. Philip Wan-Chung Tse	2/2	謝宏鍾先生	2/2
In Attendance:		列席：	
Chief Financial Officer	2/2	財務總裁	2/2
External Auditors	1/2	外聘核數師	1/2

The Audit Committee has reviewed the audited financial statements with management and the Company's External Auditors, and recommended its adoption by the Board.

#### COMMUNICATION WITH SHAREHOLDERS

The Company attaches great priority to communicate with shareholders and investors. In an effort to enhance such effective communications, the Company provides information in its annual reports, interim reports, press releases and also disseminates information relating to the Group and its business electronically through its website at ([www.wkkintl.com](http://www.wkkintl.com)).

The Company regards the Annual General Meeting ("AGM") as an important event as it provides an opportunity for direct communications between the Board and its shareholders. All directors, senior management and external auditors make an effort to attend the AGM of the Company to address shareholders' queries. All the shareholders are given at least 21 days' notice of the date and venue of the AGM of the Company. The Company supports the Code's principle to encourage shareholders participation.

#### AUDITORS' REMUNERATION

For the year ended 31st December 2005, the Auditors of the Company received approximately HK\$750,000 for audit services and HK\$50,000 for tax and consultancy services.

本集團已採納審核委員會書面權責範圍，對審核委員會之角色、權限及功能有清晰之界定。

於二零零五財政年度內審核委員會共召開兩次會議。委員會各成員於該等會議之出席率如下：

審核委員會已連同管理層及本公司外聘核數師審閱經審核財務報表，並建議董事會予以採納。

#### 投資者關係

本公司相當重視與其股東及投資者建立有效溝通。為促進有效溝通，本公司在其年報、中期報告及報章公告中提供公司之資料，亦以電子方式透過其網站 ([www.wkkintl.com](http://www.wkkintl.com)) 公佈本集團及其業務之有關資料。

本公司視股東週年大會（「股東週年大會」）為重要事項，因其提供董事會與其股東直接溝通之機會。全體董事、高級管理層及外聘核數師均盡量出席本公司之股東週年大會，以回應股東提問。本公司各股東均獲得本公司股東週年大會舉行時間及地點最少21日的通知。本公司支持該守則內鼓勵股東參與的原則。

#### 核數師酬金

截至二零零五年十二月三十一日止年度，本公司之核數師收取約港幣750,000元作為審核服務費用及港幣50,000元作為稅項及顧問服務費用。