

企業管治報告

Corporate Governance Report

本公司深知維持良好的企業管治水平對於本集團長期健康穩定的發展是非常重要的，現將本公司二零零五年度的企業管治情況回顧如下：

A.1 董事會

董事會負有領導及監控發行人的責任，並集體負責促進發行人業務的成功。董事會應該客觀地做出符合發行人利益的決策。

於二零零五年十二月三十一日，本公司董事會由十三位董事組成，包括八位執行董事，五位非執行董事，其中三位為獨立非執行董事。董事會成員之間、主席與成員之間並無任何關係，包括財務、商業、家族或其他重大相關關係。遵照上市規則的規定，本公司已獲得每一位獨立非執行董事發出的確認書，確認其獨立性。

董事會每年最少召開四次會議，審議本公司的財務表現、重大議題及其他需要董事會作出決定的事宜。2005年董事出席會議情況如下：

董事姓名 Name of Director	出席會議次數 Attendance
執行董事 Executive Directors	
王印 Wang Yin	4/4
閻颺 Yan Biao	2/4
劉百成 Lau Pak Shing	3/4
鍾義 Zhong Yi	0/4
陳鷹 Chen Ying	4/4
陳凱 Chen Kai	4/4
唐勇 Tang Yong	4/4
何正榮 He Zheng Rong	4/4
非執行董事 Non-executive Directors	
姜智宏 Keung Chi Wang, Ralph	3/4
霍保樂 Paul Wolansky	4/4
獨立非執行董事 Independent Non-executive Directors	
王石 Wang Shi	0/4
黃廣志 Wong Kong Chi	4/4
施永青 (於2005年9月6日辭任)	2/2
Shih Wing Ching (resigned on 6 September 2005)	
何顯毅 (於2005年9月6日獲委任)	1/2
Ho Hin Ngai, Bosco (appointed on 6 September 2005)	

The Company recognises the importance of maintaining high standards of corporate governance to the long-term stable development of the Group. A review of the Company's corporate governance in 2005 is set out as follows:

A.1 The Board

The Board is responsible for the leadership and control of the issuer and for the overall enhancement of the issuer's business towards success. The Board should make objective decisions to the interests for the issuer.

As at 31 December 2005, the Board of the Company comprised 13 directors, including 8 executive directors and 5 non-executive directors, of which 3 were independent non-executive directors. Members of the Board are not related to each other and the Chairman is not related to the members of the Board, including financial, business, family or other significant relationship. In accordance with the requirements of the Listing Rules, the Company has received confirmation from each of the independent non-executive directors, confirming their independence.

The Board meets at least four times a year, to review the financial performance of the Company, any major agenda and other matters requiring decision of the Board. The attendance of directors in meetings held in 2005 is detailed as follows:

企業管治報告

Corporate Governance Report

所有董事均可獲得公司秘書的意見和服務，確保董事會程序得到遵守；

All directors have access to advice and services of the Company Secretary, who is responsible for ensuring that Board procedures are complied with;

董事會及委員會會議記錄由指定秘書保管，任何董事可在合理的通知時間後查閱；

Minutes of meetings of the Board and Board Committees are kept by a designated secretary and are available for the inspection of directors upon notice of a reasonable period;

董事會已經建立了董事尋求獨立專業意見的政策，董事可以在適當程序之後尋求獨立專業意見，費用由公司支付；

The Board has established a policy for directors to seek professional advice, whereby directors may seek independent professional advice after appropriate procedures at the Company's expense;

若大股東或董事在董事會將予考慮的事項中存在重大的利益衝突，有關事項不會以傳閱文件方式處理。在交易中沒有重大利益的獨立非執行董事會出席有關董事會。

If a substantial shareholder or director has a conflict of interest in a material matter in respect of matters to the consideration of the Board, such matter shall not be considered by means of document circulation. Independent non-executive directors who have no significant interests in the transaction shall attend the relevant Board meeting.

偏離事項：無。

Deviation: None.

A.2 主席及董事總經理

任何發行人在經營管理上皆有兩大方面：董事會的經營管理和發行人業務的日常管理。在董事會層面，這兩者之間必須清楚區分，以確保權利和授權的分佈均衡。

A.2 Chairman and Chief Executive Officer

Issuer should separate its operating management into two major aspects: management of the Board and day-to-day management of the issuers' business. On the Board level, the two aspects must be clearly distinguished to ensure a balance allocation of power and authority.

於回顧年度內，王印先生擔任本公司主席兼董事總經理。從二零零六年二月二十日起，宋林先生被委任為本公司主席，王印先生繼續擔任本公司董事總經理。

During the year under review, the Chairman and Managing Director of the Company is Mr. Wang Yin. As from 20 February 2006, Mr. Song Lin has been appointed as the Chairman of the Company while Mr. Wang Yin retains as the Managing Director of the Company.

企業管治報告

Corporate Governance Report

A.3 董事會組成

董事會應根據發行人業務而具備適當所需的才能和經驗。董事會應確保組成成員的變動不會帶來不適當的干擾。董事會中執行與非執行董事（包括獨立非執行董事）的組合應該保持均衡，以確保董事會有足夠的獨立因素，以有效地作出獨立判斷。非執行董事應有足夠的人數並具備相當的才幹，以使其意見具有影響力。

本公司董事會成員及其個人簡歷刊載於第33頁。在所有載有董事姓名的公司通訊中，均已按照董事類別，包括執行董事、非執行董事及獨立非執行董事明確說明各董事身份。

偏離事項：無

A.4 委任、重選和罷免

董事會應制訂正式、經審慎考慮並具透明度的董事委任程序，並應設定有秩序的董事接任計劃。所有董事均應每隔若干時間即重新選定，發行人應就任何董事辭任或遭罷免解釋原因。

根據本公司組織章程細則，董事會有權委任任何人士為董事，以填補臨時空缺或新增為董事會成員，提名須考慮該被提名人士之資格、能力及對本公司作貢獻的潛力；

於二零零五年九月六日，董事會通過決議，委任何顯毅先生為獨立非執行董事，出席該董事會的董事為王印先生、閻颺先生及劉百成先生。

A.3 Board Composition

The board should have a balance of skills and experience appropriate to the requirements of the business of the issuer, and should ensure that any change in composition shall not cause any undue disruption. The Board should have a balanced composition of executive and non-executive directors (including independent non-executive directors) to ensure the adequate independence of the board so that independent judgment can effectively be exercised. There should be a sufficient number of non-executive directors with appropriate skills to reach influential advice.

Members of the Board and their detailed biographies are set out on Page 33. All corporate correspondence which sets out names of directors clearly state the identity of each director, including executive director, non-executive director and independent non-executive directors.

Deviation: None.

A.4 Appointments, Re-election and Removal

The Board should formulate formal, considered and transparent procedures for the appointment of new directors, and establish orderly plans for the succession of directors. All directors should be re-elected regularly and issuer should state reasons for any resignation or removal of directors.

In accordance to the articles of association of the Company, the Board shall be entitled to appoint any individual as directors to fill any casual vacancies or as new addition to the Board. Qualification and abilities of the nominated individual and the potential contribution to the Company are considered in the course of nomination;

On 6 September 2005, the Board passed the resolution to appoint Mr. Ho Hin Ngai, Bosco as independent non-executive director. Directors present at that meeting were Mr. Wang Yin, Mr. Yan Biao and Mr. Lau Pak Shing.

企業管治報告

Corporate Governance Report

本公司所有董事(包括執行與非執行董事)的委任均沒有指定任期。但本公司章程規定每一位董事(包括執行與非執行董事)三年中最少接受一次退任重選。因此本公司已採取足夠措施確保公司的企業管治水平與守則中的規定同等嚴格。

何顯毅先生於二零零五年九月六日被委任為本公司獨立非執行董事，以填補因施永青先生辭任而出現之臨時空缺。何顯毅先生並沒有根據守則條文規定於二零零五年十二月十九日舉行之本公司股東特別大會上接受股東選舉。為確保遵守企業管治常規守則(「守則」)規定A.4.2，在2006年5月23日舉行的股東周年大會上，將提呈一項決議案，修改本公司的組織章程細則，使每一名委任以填補空缺的董事須在下次股東大會退任。

A.5 董事責任

每位董事須不時瞭解董事職責，以及發行人的經營方式、業務活動。由於董事會本質上是個一體組織，非執行董事與執行董事負有同樣的以應有的謹慎態度和技能行事的責任。

每一位董事在獲得委任時，均會由公司秘書處獲得一份資料，全面、正式地向其介紹董事職責，以確保各董事明確其職責；

本公司的非執行董事具備足夠的經驗和才能，並充分參與董事會，執行了守則A.5.2(a)至(d)的職能；

每位董事均知悉其應付出足夠時間處理公司業務；

All directors of the Company (including executive and non-executive directors) are not appointed for a fixed period, but the articles of the Company stipulate that every director (including executive and non-executive directors) retires and be re-elected at least once every three years. Therefore, the Company has adopted adequate measures to ensure the corporate governance of the Company complies to the same level to that required under the Code.

Mr. Ho Hin Ngai, Bosco was appointed as independent non-executive director of the Company on 6th September, 2005 to fill the casual vacancy pursuant to the resignation of Mr. Shih Wing Ching. Mr. Ho Hin Ngai, Bosco did not subject to election by shareholders at the extraordinary general meeting of the Company held on 19th December, 2005 as required by code provision. To ensure compliance to Code on Corporate Governance Practices (“Code”) Provision A.4.2, a resolution will be proposed at the annual general meeting to be held on 23 May 2006 to amend the articles of association of the Company, so that every director appointed to fill a casual vacancy shall retire at the next general meeting.

A.5 Responsibilities of Directors

All directors are required to keep abreast of their responsibilities as a director and of the conduct, business activities and development of that issuer. Since the Board is an overall group in substance, non-executive and executive directors should equally be required to act in a cautious and skillful manner.

Every newly appointed director shall receive a comprehensive and formal induction on the responsibilities of directors and to ensure that the directors understand their duties;

Non-executive directors of the Company are equipped with adequate experience and skills to fully participate in the Board to perform the functions under Code Provisions A.5.2(a) to (d);

Every director shall acknowledge that sufficient time should be contributed to the affairs of the Company;

企業管治報告

Corporate Governance Report

本公司已採納上市規則附錄10所載《董事進行證券交易的標準守則》（「標準守則」）為公司董事進行證券交易的最佳守則。本公司作出特定查詢後，所有公司董事確認在回顧年度內已遵守了標準守則。同時本公司自行制訂了相關人員證券交易守則，以規範因工作職位而掌握公司未公佈敏感性消息的人員的證券交易行為。

偏離事項：無

A.6 資料提供及使用

董事應獲得適時及適當的資料，其形式及素質須使董事能夠在掌握有關資料的情況下作出決定，履行董事職責。

會議資料一般會在董事會或委員會會議三天前送達董事會或委員會成員。

偏離事項：無

B.1 董事及高級管理人員薪酬

發行人應設立正規、透明的程式，以釐定董事的薪酬待遇。任何董事不得參與制訂本身的酬金。

本公司已經設立了薪酬委員會，並以書面形式訂立具體職責範圍。其職責範圍包括了守則條文B.1.3(a)至(f)段所載的內容。

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” as set out in Appendix 10 of the Listing Rules (“Model Code”) as the code of best practices for the securities transactions by directors of the Company. After specific enquiries by the Company, all directors confirm that they have complied with the Model Code throughout the year under review. The Company has also formulated a code of conduct for the securities transactions by relevant officers to govern the securities transactions of officers who come into contact with price-sensitive information due to their office.

Deviation: None.

A.6 Supply of and Access to Information

Directors should be provided in a timely manner with appropriate information so as to enable them to make an informed decision and to discharge their duties and responsibilities as a director.

Minutes of meetings are generally sent to members of the Board or Board Committees three days before the meetings the Board or Board Committee.

Deviation: None.

B.1 Remuneration of Directors and Senior Management

Issuer shall establish a formal and transparent procedure for setting policies for fixing the remuneration packages of directors. No director shall be involved in deciding his own remuneration.

The Company has set up a Remuneration Committee with specific written terms of reference. Its duties include those required under Code Provisions B.1.3(a) to (f).

企業管治報告

Corporate Governance Report

本公司薪酬委員會的大部分成員為獨立非執行董事，主席為王印先生，其他成員包括黃廣志先生、何顯毅先生。

A majority of the members of the Remuneration Committee of the Company are independent non-executive directors. Mr. Wang Yin is the Chairman and other members include Mr. Wong Kong Chi and Mr. Ho Hin Ngai, Bosco.

2005年薪酬委員會成員出席會議情況如下：

Attendance of members of the Remuneration Committee at meetings held in 2005 is detailed as follows:

董事姓名 Name of Director	會議次數 Attendance
王印 Wang Yin	0/1
黃廣志 Wong Kong Chi	1/1
何顯毅 Ho Hin Ngai, Bosco	1/1

於回顧年度內薪酬委員會已就董事會成員的薪酬作出檢討。

During the year under review, the Remuneration Committee reviewed the remuneration of members of the Board.

偏離事項：無

Deviation: None.

C.1 問責與審核

董事會應平衡、清晰地評核發行人的表現、情況及前景。

C.1 Accountability and Audit

The Board should present a balanced, clear and comprehensible assessment of the issuer's performance, state of affairs and prospects.

董事負責監督本公司財務報表的編製，使之能夠真實公允地反映公司的經營狀況及財務狀況。於編製截止二零零五年十二月三十一日的財務報表時，本公司董事已選用並貫徹了適當的會計政策、作出了審慎合理的判斷及估計及依據了持續經營的基準；

The directors are responsible for the supervision of the preparation of the financial statements of the Company, to ensure that the financial statements give a true and fair view of the operating and financial status of the Company. In the preparation of the financial statements as at 31 December 2005, the directors of the Company have selected and applied appropriate accounting policies and have made cautious and reasonable judgments and estimates based on the principle of going concern;

於二零零五年，審計費用約為2,110,000港元，而非審計相關服務費用為300,000港元；

In 2005, audit fees were approximately HK\$2,110,000 and fees for non-audit related services were HK\$300,000;

企業管治報告

Corporate Governance Report

本公司核數師所發表有關其中報責任的聲明已載於第71頁的核數師報告內。

偏離事項：無

C.2 內部控制

董事會應確保發行人內部監控系統的穩健、有效，以保障股東投資及發行人資產的安全。

董事會負責本公司的內部監控系統，並通過公司內審部對系統的有效性進行定期檢討。

偏離事項：無

C.3 審核委員會

本公司審核委員會所有成員均為獨立非執行董事，包括黃廣志先生、王石先生及何顯毅先生，其中黃廣志先生擁有會計相關的專業資格；

本公司審核委員會現行的職責範圍包括守則條文C.3.3(a)至(n)段所載的職責；

於回顧年度內，審核委員會召開兩次會議審閱本公司財務報表，並與外部核數師就會計政策的轉變對公司的影響、會計準則的適用、上市規則的適用等進行討論並提出建議；同時就如何不斷提高公司企業管治水平向管理層提出建議；

The statement of responsibilities expressed by the auditor of the Company is set out in the Auditors' Report on page 71.

Deviation: None.

C.2 Internal Controls

The Board should maintain a sound and effective internal controls system to safeguard the shareholders' investment and the issuer's assets.

The Board is responsible for the internal control system of the Company and conduct regular review on the effectiveness of the internal control system of the Company.

Deviation: None.

C.3 Audit Committee

All members of the Audit Committee of the Company are independent non-executive directors, including Mr. Wong Kong Chi, Mr. Wang Shi and Mr. Ho Hin Ngai, Bosco, while Mr. Wong Kong Chi holds accounting-related professional qualifications;

Current terms of reference of the Audit Committee of the Company include the duties set out in Code Provisions C.3.3(a) to (n);

During the year under review, the Audit Committee held two meetings to review the financial statements of the Company and discussed with the external auditor the impacts of the changes in accounting policies on the Company, the application of accounting standards and of the Listing Rules etc. and made recommendations thereof, as well as advising the management on the enhancement of the level of corporate governance of the Company on an on-going basis;

企業管治報告

Corporate Governance Report

2005年審核委員會董事出席情況如下：

Attendance of members of the Audit Committee at meetings held in 2005 is detailed as follows:

董事姓名 Name of Director	會議次數 Attendance
黃廣志 Wong Kong Chi	2/2
王石 Wang Shi	0/2
施永青 (於2005年9月6日辭任) Shih Wing Ching (resigned on 6 September 2005)	1/1
何顯毅 (於2005年9月6日獲委任) Ho Hin Ngai, Bosco (appointed on 6 September 2005)	1/1

審核委員會會議記錄由指定秘書保存，並送達所有董事會成員。

Minutes of the meetings of the Audit Committee are kept by a designated secretary and sent to all members of the Board.

偏離事項：無

Deviation: None.

D.1 董事會授權

發行人應明確需要董事會決定的事項，亦應明確指示管理層哪些事項須由董事會批准。

D.1 Delegation by the Board

An issuer should have a formal schedule of matters reserved to the board for its decision and should give clear directions to management as to the matters that must be approved by the Board.

董事會主要負責制訂並批准公司的戰略、目標、及業務計劃，並監督、控制公司的戰略執行、營運及財務表現，並制定適當的風險控制政策與程序，以確保公司戰略目標的實現。此外，董事會亦負責保證公司維持較高的企業管治水平。

The Board is responsible for the formulation of strategies, objectives and business plans for the Company, and to supervise and control the implementation of strategies of the Company and its operations and financial performance. In addition, the Board is also responsible for maintaining a high standard of corporate governance of Company.

董事會授權董事總經理負責執行公司戰略並進行日常的營運決策。管理層定期召開管理團隊辦公會，檢討公司的戰略目標、組織架構、工作流程、預算執行、主要項目及工作計劃等。

The Board delegates the duties of the implementation of strategies and the decision-making of daily operations to the Managing Director. The Management regularly meets to review the strategic goals, corporate structure, operating procedures, budget implementation, major projects and business plans of the Company.

偏離事項：無

Deviation: None.

企業管治報告

Corporate Governance Report

E.1 有效溝通

董事會應盡力保持與股東的溝通，尤其通過股東周年大會與股東溝通。

本公司通過刊發中期與年度業績報告，發佈新聞稿，及時於公司網站公開公佈相關資訊等措施來加強與股東的溝通。

本公司主席出席了回顧年度內所有的股東大會，並就每項獨立的事項提呈決議案，包括重選董事。所有批准關連交易的股東大會均有獨立非執行董事出席，以回應股東提問。

本公司亦透過各類投資者關係活動增進與股東的溝通，把公司的戰略及最新發展透過多種渠道讓股東瞭解。

於回顧年度內，本公司分別參加了百富勤、摩根士丹利安排的香港、新加坡路演及摩根大通安排的全球路演，結合業績公告及重大收購等議題，向投資者介紹公司經營業績、發展戰略及最新業務情況。

同時本公司還先後參加了瑞士信貸第一波士頓、德意志銀行在上海及香港舉行的投資會議，亦經常與香港及海外的基金經理及投資者個別會面，安排個別投資者直接前往公司樓盤參觀，積極創造與投資者溝通的機會，務求讓市場及時瞭解公司最新業務進展及中國大陸房地產行業狀況，增強對公司的瞭解及信心。

E.1 Effective Communication

The Board should endeavour to maintain an on-going dialogue with shareholders and in particular, use annual general meetings to communicate with shareholders.

The Company enhances the communication with Shareholders by means of publication of interim and annual results report and press release and timely publication of information on the Company's website.

The Chairman of the Company was present in all general meetings held during the year under review, and proposed resolutions for each separate issue, including the re-election of directors. All general meetings where approval for connected transactions were being sought for had been attended by independent non-executive directors to address queries from shareholders.

The Company also promotes the communication with shareholders through various investor relation activities to provide shareholders with more channels to understand the strategies and the latest development of the Company.

During the year under review, the Company participated in roadshows in Hong Kong and Singapore organised by BNP Peregrine, Morgan Stanley and the global roadshow organised by JP Morgan, covering issues on the results announcement and significant acquisitions and presented to the investors the operating results, development strategies and latest business status of the Company.

At the same time, the Company participated in various investment conferences held by Credit Suisse First Boston and Deutsche Bank in Shanghai and Hong Kong, and frequently met on an one-on-one basis with fund managers and investors in Hong Kong and overseas, as well as arranged on-site visits to the Company's properties to actively create opportunities for communication with the investors, so as to enable them to timely understand the latest business development of the Company and the industry environment of the real estate business of China to enhance their understanding and confidence to the Company.

企業管治報告

Corporate Governance Report

未來我們將致力於不斷改進與完善與投資者的溝通，為投資者創造更多機會瞭解公司業務，同時讓公司管理層更多地瞭解資本市場對公司的要求，以此實現公司內部管理、盈利能力及管治水平的不斷提高。

偏離事項：無

E.2 以投票方式表決

發行人應定期通知股東以投票方式表決的程序，並確保符合上市規則有關以投票方式表決的規定及發行人本身的組織章程文件。

本公司有關投票表決程序的詳情載於所有召開股東大會的股東通函中。在需要投票表決的議案被表決時，本公司均聘請了外部監票員以保證票數正確點算。

偏離事項：無

Looking ahead, we will continue to improve and perfect the communication with investors and to provide them with more opportunities to understand the business of the Company as well as to enable the management of the Company to have a better understanding of the requirements of the market on the Company, with an aim to continue to enhance the internal management, profitability and governance of the Company.

Deviation: None.

E.2 Voting by Poll

The issuer should regularly inform shareholders of the procedures for voting by poll and ensure compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the issuer.

Details on the procedures for voting by poll of the Company are set out in the shareholder circular convening the general meeting. When voting on resolutions requiring a poll, the Company engages external scrutineer to ensure proper counting of the votes.

Deviation: None.