

The board of directors of the Company (the “Board”) believes that corporate governance is essential to the sustainable success of the Company and trust that all stakeholders of the Company can benefit from better transparency and accountability of a high standard of corporate governance.

With effect from 1 January 2005, the Company has applied the principles and complied with code provisions of the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), except for certain deviations in respect of the service term and rotation and re-election of directors. To ensure compliance with the CG Code, the Board has undertaken to review and propose the necessary amendments to the provision of the Articles of Association of the Company to bring the constitution of the Company in alignment with certain provisions of the CG Code. Special resolution is proposed in the coming annual general meeting of the Company to amend the Articles of Association of the Company so that (i) any director appointed to fill a casual vacancy shall be subject to re-election by Shareholders at the Company’s next following general meeting after the appointment rather than the Company’s next following annual general meeting after the appointment, (ii) every director shall be subject to retirement by rotation at least once every three years and directors holding office as the Chairman of the Board or the Managing Director shall also be subject to retirement by rotation and (iii) the Company may remove any Director by an ordinary resolution instead of special resolution.

Save the abovementioned deviations, none of the directors of the Company is aware of information that would reasonably indicate the Company is not or was not for the year under review, in compliance with the code provisions set out in the CG Code.

本公司董事會（「董事會」）深信，良好企業管治是公司持續取得成功的必要元素，並且確信，高水平的企業管治所具備的高度透明及問責的特點，將令公司全體利益關係者得益。

由二零零五年一月一日起，除關於董事任期及輪替和重選方面以外，本公司已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「企業管治守則」）內之守則條文，並遵行其規定。為確保遵從企業管治守則，董事會已開始檢討並提議對本公司章程細則條文作必要修改，使本公司的章程與企業管治守則內若干條文可並行不悖。本公司會在其即將舉行之股東週年大會上，提呈特別決議案修訂本公司章程細則，據此：(i)獲委任填補臨時空缺的董事，均須於委任之後的下一期本公司股東大會（而非委任之後的下一屆股東週年大會）備選連任；(ii)每位董事必須最少每三年輪值告退，出任董事會主席或常務董事的董事亦須依章輪流退任；及(iii)本公司可通過普通決議案（而非特別決議案）罷免任何董事。

除上述者外，本公司董事並不知悉有任何資料合理顯示本公司於回顧年度未有或曾經未有遵守企業管治守則的守則條文。

### Directors' Securities Transactions

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules. All the directors have confirmed that they have complied with the required standards as set out in the Model Code throughout the year.

### Board of Directors

As at 31 December 2005, the Board consisted of five executive directors, namely Mr. Kyoo Yoon Choi (Chairman), Mr. Chul Hong Min (President and CEO), Mr. Tae Sub Choi (Vice President and COO), Mr. Young M. Lee (Executive Managing Director and CFO) and Mr. James Wang, and three independent non-executive directors ("INEDs") (collectively the "Directors"), namely Mr. Valiant Kin Piu Cheung, Professor Cheong Heon Yi and Dr. Chan Yoo. There is no financial, business, family or other material/relevant relationship between the Directors. The principal functions of the Board are to supervise the management of the business and affairs; to approve the strategic plans, investment and funding decision; to review the Group's financial performance and operative initiatives. The role of INEDs is to bring an independent and objective view to the Board's deliberations and decisions. Mr. Valiant Cheung was a retired audit partner of KPMG and Professor Yi is currently teaching financial accounting and corporate governance in the Accountancy faculty of the Hong Kong Polytechnic University. The Board considers either of them has profound professional qualifications and expertise in accounting and financial management in compliance with the Rule 3.10 (2) of the Listing Rules. Dr. Yoo was a business consultant with McKinsey & Company, Inc. and is running his own business consultancy in Korea providing world-class operational excellence to manufacturing sector. The Board considers they are of sufficient calibre and number for their independent views to carry weight. The Company has received from each of the INEDs, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

### 董事證券交易

本公司已採納上市規則內之上市發行人董事進行證券交易之行事守則（「標準守則」）。所有董事均已確認，彼等於整個年度內一直遵守標準守則所載之準則要求。

### 董事會

於二零零五年十二月三十一日，董事會成員包括五位執行董事，即崔奎琬先生（主席）、閔喆泓先生（總裁及行政總監）、崔泰燮先生（副總裁及營運總監）、李泳模先生（執行常務董事及財務總監）及王傳泳先生；以及三位獨立非執行董事（統稱「董事」），即張建標先生、李政憲教授及柳贊博士。各董事之間並無財務、業務、家族或其他重大／相關之關係。董事會的主要功能是監督經營及業務管理、審批策略建議、作出投資及融資決定，以及檢討本集團的財務表現及經營方針。獨立非執行董事的職責是將獨立客觀的意見帶入董事會的商議及決策過程。張建標先生為畢馬威會計師事務所之榮休核數部門合夥人，李政憲教授現於香港理工大學會計學系教授財務會計及企業管治。董事會認為，彼等各人均具備深厚的會計及財務管理專業資歷和專門知識，並符合上市規則第3.10(2)條。柳博士曾為麥健時公司之業務顧問，現在韓國從事本身之業務顧問，為製造業提供商業顧問服務從而達到世界級頂尖營運水平。董事認為彼等之獨立意見有足夠份量在董事會發揮影響力。本公司已接獲各獨立非執行董事根據上市規則第3.13條提交之年度確認函。本公司認為所有獨立非執行董事均具獨立地位。

## Board of Directors (Continued)

The Board will conduct meeting on a regular basis and on an ad hoc basis so far as the business required. The Board held a total of four board meetings during the year. The INEDs may take independent professional advice at the Company's expense in carrying out their functions. The Board is supplied with relevant information by the senior management pertaining to matters to be brought before the Board for decision as well as reports relating to operational and financial performance of the Group before each regular board meeting. At least 14 days notice of a regular board meeting is given to all directors to give them the opportunity to attend. Board papers are dispatched to the directors at least 3 days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting.

## 董事會 (續)

董事會定期召開會議，亦會在公司業務有需要時召開特別會議。年內董事會共舉行四次會議。獨立非執行董事在履行職務時可諮詢獨立專業意見，相關費用由公司承擔。在每次常規會議前，董事會獲高級管理層提供與董事會處理及決定之事項相關之資料，亦獲提供與集團營運及財務表現相關之報告。舉行董事會常規會議前，會向各董事發出最少14天通告，讓彼等有機會預留時間出席。董事會會議文件最少在開會前三天寄發予董事，確保彼等有足夠時間審閱文件並就會議有充足預備。

## Directors' attendance at the Board meetings during the year:

年內董事出席董事會會議之記錄：

Name of director	董事姓名	Number of attendance	出席會議次數
Kyoo Yoon Choi (Chairman)	崔奎琄 (主席)	1/4	
Chul Hong Min (resigned on 31 December 2005)	閔喆泓 (於二零零五年十二月三十一日辭任)	3/4	
Tae Sub Choi	崔泰燮	4/4	
Young M. Lee	李泳模	4/4	
James Wang (appointed on 1 April 2005)	王傳泳 (於二零零五年四月一日獲委任)	3/4	
Valiant, Kin Piu Cheung	張建標	4/4	
Cheong Heon Yi	李政憲	4/4	
Chan Yoo	柳贊	4/4	

### Delegation by the Board

The Board is responsible for determining the overall strategy and approving the annual business plan of the Group, and ensuring the business operations are properly planned, authorised, undertaken and monitored. All policy matters of the Group, material transactions where there is conflict of interests, considered as being notifiable or connected transactions with meaning ascribed to by the Listing Rules from time to time should be reserved to the decision of the Board.

The Board has delegated functions that are necessary and incidence to carry out the decision of the Board or to facilitate the day-to-day operation of the Group in ordinary course of business to the executive management and divisional heads of different business units under the instruction/supervision of Chief Executive Officer, Chief Financial Officer and Chief Operation Officer. The Board and the management will also seek advice from the Audit Committee and Remuneration Committee. These committees are mainly composed of and chaired by INEDs. In case of urgency, executive management is empowered to make any decisions in prompt response to the any opportunities and threats that might arise from time to time. However, those emergency decisions or any other exceptional decisions made by management should be reported back to the Board for ratification as soon as practical.

The three independent non-executive directors are persons of high calibre, with academic and professional qualifications in the fields of finance, accounting, consulting and business management. With their experience gained from senior positions held in other companies, they provide valuable support towards the effective discharge of the duties and responsibilities of the Board. Each independent non-executive director gives an annual confirmation of his independence to the Company, and the Company considers these directors to be independent under Rule 3.13 of the Listing Rules. These three INEDs comprise the Audit and Remuneration Committees formed by the Board.

### 董事會授權

董事會負責定出本集團整體策略及批准年度業務計劃，並確保業務經營的妥善計劃、授權、承辦及監察。本集團之所有政策事務，存在利益衝突的重要交易、視作須予公佈或關連交易（根據上市規則不時指定之涵義）的重大交易，均要交由董事會下決定。

董事會已授權各業務單位之行政管理人員及部門主管，於一般業務過程中，在行政總監、財務總監及營運總監的指示／督導之下負起執行董事會的決定或協調本集團日常運作之職能。董事會及管理層亦會尋求審核委員會及薪酬委員會的意見。此等委員會主要由獨立非執行董事組成，而主席亦為獨立非執行董事擔任。在緊急情況下，行政管理人員獲賦予權力，可對不時出現的機會或危機迅速下決定。然而，該些由管理層作出的緊急決定或特別決定須盡快向董事會匯報以便追認。

三位獨立非執行董事均極具才幹，在財務、會計、顧問及商業管理各範疇擁有學術及專業資歷。加之彼等在其他公司擔任高層職位所累積的經驗，對董事會有效地履行其職責上提供有力的支持。各獨立非執行董事已根據上市規則第3.13條的規定，就其獨立性向本公司作出年度確認，本公司認為該等董事確屬獨立人士。該三位獨立非執行董事組成董事會設立之審核及薪酬委員會。

### Chairman and Chief Executive Officer

The post of Chairman and Chief Executive Officer ("CEO") are separate and are not held by the same individual to ensure their independence, accountability and responsibility. The Chairman of the Board, Mr. Kyoo Yoon Choi, is responsible formulating the strategic planning, business development, overall leadership and effective running of the Board, by ensuring that all key and appropriate issues are discussed by the Board in a timely and constructive manner.

Mr. Chul Hong Min, the CEO, supported by other chief executives, is delegated with the authority and responsible for running the Group's business, and implementation of the Group's strategy in achieving the overall commercial objectives. Upon the resignation of Mr. Min on 31 December 2005, the current duties of the CEO is temporarily shared by other executive directors and key executives except the Chairman until a suitable successor is found by the Company.

### Nomination, Appointment and Re-election of Directors

The Company does not have a Nomination Committee. The Board as a whole is responsible for the procedure of agreeing to the appointment of its members and for nominating appropriate person for election by shareholders at the general meeting, either to fill a casual vacancy or as an addition to the existing directors.

Those directors appointed by the Board during the year shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. The circular dispatched to the shareholders before the general meeting contains, inter alia, detailed information on election of directors including detailed biographies of all directors standing for election or re-election to ensure shareholders to make an informed decision on their election.

### 主席及行政總監

主席及行政總監(「行政總監」)之職能已分開，及並非由同一人擔任，以確保兩個職位之獨立性、問責及職責分明。董事會主席崔奎琬先生負責制定策略計劃、業務發展、整體領導，並確保董事會適時而積極地討論所有重大及恰當的事項，達致董事會的有效運作。

行政總監閔喆泓先生獲授予權力，在其他主要行政人員支援下，負起管理本集團業務及執行本集團策略之責任，以求實現其整體經營目標。繼閔喆泓先生於二零零五年十二月三十一日呈辭後，行政總監一職現時由本公司其他執行董事及行政要員(主席除外)分擔，直至本公司覓得適當繼任人為止。

### 提名、委任及重選董事

本公司並無設立提名委員會。議定委任董事的程序及提名適當人士供股東在股東大會選舉為替補董事及新增董事，均由全體董事會負責。

於本年度獲董事會委任的董事，任期僅至本公司下屆股東週年大會為止，屆時將可膺選連任。於股東大會前寄發予股東之通函，其中載有關於選舉董事的詳盡資料包括所有候選新任或連任董事的詳細履歷，確保股東就選舉董事作知情決定。

### Nomination, Appointment and Re-election of Directors (Continued) 提名、委任及重選董事 (續)

The Company has fixed the term of appointment for non-executive directors. Moreover, they are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

According to the Articles of Association, one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation at each annual general meeting. Moreover, the chairman of the Board and/or managing director and/or joint managing director and/or deputy managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire at each annual general meeting. The above practice deviates from the provision A.4.2 of the CG Code, which requires all directors appointed to fill casual vacancy be subject to election by shareholders at the first general meeting after their appointment, and every director, including those appointed for a specific term, be subject to retirement by rotation at least once every three years. Having reviewed the relevant provision of Articles of Association, the Board proposed to put forth a special resolution in the coming annual general meeting of the Company to amend the Articles of Association to comply with the said code provision.

本公司為非執行董事制定委任的指定任期，此外，彼等亦須根據章程細則於本公司股東週年大會上輪值告退及備選連任。

根據章程細則，於每次股東週年大會上，三分之一的董事（若董事人數並非三或三的倍數，則最接近但不超過三分之一的董事）須輪值告退。此外，董事會主席及／或本公司常務董事及／或聯席常務董事及／或副常務董事在任期間概不受輪流退任的規定所限，亦不會計算入每屆股東週年大會輪值告退的人數。上述做法偏離企業管治守則的條文A.4.2。該條文要求所有為填補臨時空缺而被委任的董事應在接受委任後的首次股東大會上接受股東選舉，而每名董事（包括有指定任期的董事）應最少每三年輪流退任一次。董事會已審核有關章程細則並建議在即將舉行的本公司股東週年大會上提呈一項修改章程細則的特別決議案，以遵守上述守則條文。

## Remuneration Committee

The Remuneration Committee of the Company comprises one executive director and three INEDs. The Remuneration Committee was formed in January 2005 and meetings shall be held at least once a year. One meeting was held in 2005. The attendance of each member is set out as follows:

### Directors' attendance at the Remuneration Committee meetings during the year:

Name of director	董事姓名	Number of attendance 出席會議次數
Chan Yoo (Chairman)	柳贊 (主席)	1/1
Valiant, Kin Piu Cheung	張建標	1/1
Cheong Heon Yi	李政憲	1/1
Young M. Lee	李泳模	1/1

At the meeting held during the year, the overall pay trend in Hong Kong of 2005 was reviewed and noted. The Company has adopted a share option scheme on 22 January 2002, which serves as an incentive to attract, retain and motivate talented eligible staff, including the directors. Details of the share option scheme are set out in note 26 to the financial statements. The emolument payable to directors will depend on their respective contractual terms and nature under employment contracts, if any, and as recommended by the Remuneration Committee. Details of the directors' remuneration are set out in note 7 to the financial statements. The major roles and functions of the Group's Remuneration Committee are as follows:

1. To review annually and recommend to the Board the overall remuneration policy for the directors and key senior management officers;
2. To review annually the performance of the executive directors and key senior management officers and recommend to the Board specific adjustments in remuneration and/or reward payments;

## 薪酬委員會

本公司的薪酬委員會包括一位執行董事及三位獨立非執行董事。薪酬委員會成立於二零零五年一月，每年最少舉行一次會議。於二零零五年舉行了一次會議，各成員的出席記錄如下：

### 年內董事出席薪酬委員會會議之記錄：

Name of director	董事姓名	Number of attendance 出席會議次數
Chan Yoo (Chairman)	柳贊 (主席)	1/1
Valiant, Kin Piu Cheung	張建標	1/1
Cheong Heon Yi	李政憲	1/1
Young M. Lee	李泳模	1/1

於年內舉行的會議上，薪酬委員會已審視並知悉二零零五年香港整體的薪酬趨勢。本公司於二零零二年一月二十二日採納購股權計劃，以招攬、挽留及獎勵有才幹的合資格員工(包括董事)。購股權計劃的詳情已載列於財務報表附註26。應付予董事的酬金將按其個別僱傭合約(如有)的條款及薪酬委員會的推薦來決定。董事酬金詳情已載列於財務報表附註7。本集團薪酬委員會的主要角色及功能如下：

1. 就董事、行政總裁及主要高級管理人員的整體薪酬政策每年檢討並向董事會提出建議；
2. 每年檢討執行董事及重要高級管理人員的表現，並向董事會就薪酬的特別調整及／或獎金提出建議；

### Remuneration Committee (Continued)

3. To ensure that the level of remuneration for Non-executive Directors and INEDs are linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board of the respective companies in the Group; and
4. To ensure that no director is involved in deciding his own remuneration.

The terms of reference of the Remuneration Committee are posted on the Company's website.

### Accountability and Audit

The Management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put forward before the approval by the Board.

The Directors acknowledge their responsibility to oversee the preparation of the financial statements for each financial period, which give a true and fair view of the state of affairs, operating results and cash flow of the Group and the Company, and announcements to shareholders. In preparing the financial statements for the year ended 31 December 2005, the directors have selected appropriate accounting policies and have applied them consistently, in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants, made judgements and estimates that are prudent and reasonable. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, the Board therefore continues to adopt the going concern approach in preparing the financial statements.

The Board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price-sensitive announcement and other financial disclosures required under the Listing Rules, and reports to the regulators.

### 薪酬委員會 (續)

3. 確保非執行董事及獨立非執行董事的薪酬水平與彼等於集團內個別公司所承擔的責任及對董事會有效運作所作的貢獻掛鉤；及
4. 確保沒有董事參與釐訂其本人的薪酬。

薪酬委員會的職權範圍書已載於本公司網站。

### 問責及審核

管理層向董事會提供該等闡釋及資料，使董事會對其須批准的財務及呈上的其他資料能作出知情評估。

董事確認，彼等之責任是為每一財政期間編製真實公允地反映本集團及本公司財政狀況、經營業績及現金流量之的財務報表，並向股東公佈。於編製截至二零零五年十二月三十一日止年度的財務報表時，董事已挑選適合的會計政策，及根據香港會計師公會所頒佈之所有適用香港財務報告準則（「香港財務報告準則」）貫徹應用該等政策，並作出審慎合理的判斷及估計。董事會並不知悉任何涉及可能會對本集團的持續經營能力造成重大疑問之事件或情況，因此，董事會仍然採用持續經營基準編製財務報表。

董事會確認，其有責任在本公司年報及中期報告、其他價格敏感公佈及上市規則規定之其他財務披露中，提供平衡、清晰及易於理解的評估，並向監管機構申報。

## Audit Committee

The Audit Committee of the Company comprises three INEDs. The Audit Committee shall meet at least twice a year. Three meetings were held during the year. Brief report of the major findings raised in Audit Committee meeting are presented by the Chairman of the Audit Committee to the Board immediately in the subsequent Board meeting. The minutes of the Audit Committee meetings were circulated to the Board for noting and for action by the Board where appropriate. Both the INEDs and external auditors had also held a separate meeting without the presence of the management. The executive director Mr. Young M. Lee was invited to attend the meetings as the chief financial officer. The attendance of each member is set out as follows:

### Directors' attendance at the Audit Committee meetings during the year:

Name of director	董事姓名	Number of attendance 出席會議次數
Cheong Heon Yi (Chairman)	李政憲 (主席)	3/3
Valiant, Kin Piu Cheung	張建標	3/3
Chan Yoo	柳贊	3/3
Young M. Lee	李泳模	3/3

During the meetings held in 2005, the Audit Committee had performed the following work:

- (i) reviewed the interim financial report for the six months ended 30 June 2005 and annual financial report for the year ended 31 December 2005;
- (ii) reviewed the major impact of the changes in accounting policies and practices and Listing Rules on the accounting treatment and financial reporting of the Company;
- (iii) reviewed the effectiveness of internal control system;

## 審核委員會

本公司的審核委員會包括三位獨立非執行董事。審核委員會每年最少舉行兩次會議，本年度舉行了三次會議。關於審核委員會會議上提出的主要結論的報告撮錄，由審核委員會主席於緊接舉行的下一次董事會會議上報告。審核委員會的會議記錄均會提交董事會傳閱及(如適用)採取行動。獨立非執行董事及外聘核數師曾舉行一次需要管理層避席下進行的單獨會議。執行董事李泳模先生曾獲邀以財務總監身份出席委員會會議。各成員的出席記錄如下：

### 年內董事出席審核委員會會議之記錄：

Name of director	董事姓名	Number of attendance 出席會議次數
Cheong Heon Yi (Chairman)	李政憲 (主席)	3/3
Valiant, Kin Piu Cheung	張建標	3/3
Chan Yoo	柳贊	3/3
Young M. Lee	李泳模	3/3

於二零零五年的會議內，審核委員會曾執行下述工作：

- (i) 審閱截至二零零五年六月三十日止六個月的中期財務報告及截至二零零五年十二月三十一日止年度的全年財務報告；
- (ii) 審視會計政策及慣例以及上市規則變動對本公司會計處理及財務申報的主要影響；
- (iii) 檢討內部監控制度的有效性；

## Audit Committee (Continued)

- (iv) discussed the nature and scope of the external audit and reporting obligations and reviewed the external auditors' statutory audit plan;
- (v) reviewed the findings and recommendations of the management letter from the external auditors in relation to the interim review and annual audit of the Group;
- (vi) reviewed and recommended for approval by the Board the 2005 audit scope, fee and supply of any non-audit services; and
- (vii) reviewed the connected transactions entered into by the Group during the year.

The major roles and functions of the Audit Committee are as follows:

1. To consider the appointment of the external auditors, the audit fees, and any questions of resignation or dismissal of the external auditors of the Group.
2. To discuss with the external auditors the nature and scope of the audit.
3. To review the interim and annual financial statements before submission to the Board.
4. To discuss problems and reservations arising from the interim review and final audit, and any matters the auditors may wish to discuss.
5. To review the external auditors' management letters and management's response.
6. To review the Group companies' financial control, internal control and risk management systems.
7. To consider the major findings of internal investigations and management's response.

The terms of reference of the Audit Committee are posted on the Company's website.

## 審核委員會 (續)

- (iv) 討論外部核數及申報責任的性質和範圍，及審閱外聘核數師法定的核數計劃；
- (v) 審閱外聘核數師有關本集團中期審閱及年度審核發出的審核情況說明函件內的調查及推薦意見；
- (vi) 檢討二零零五年核數範疇、費用及提供的任何非核數服務並推薦予董事會作批准；及
- (vii) 審閱年內本集團參與的關連交易。

審核委員會的主要角色及功能如下：

1. 考慮本集團外聘核數師的委任、核數費用、外聘核數師的辭職及辭退的任何問題。
2. 與外聘核數師商討核數的性質及範疇。
3. 呈交予董事會前審閱中期及年度財務報表。
4. 就中期回顧及年終審核工作產生的問題和保留意見，及核數師欲商談的任何事項作出商討。
5. 審閱外聘核數師的審核情況說明函件及管理層的回應。
6. 審閱集團公司的內部監控及風險管理系統。
7. 考慮內部調查的主要發現及管理層的回應。

審核委員會的職權範圍已載於本公司網站。

### Auditors' Remuneration

During the year under review, the remuneration paid to the Company's auditors, Messrs KPMG, is set out as follows:

### 核數師酬金

回顧年度內，本公司支付核數師畢馬威會計師事務所的酬金如下：

Service rendered	提供的服務	Fees paid/payable 已付／應付費用 HK\$'000 千港元
Audit services (including review of interim financial report)	核數服務(包括審閱中期財務報告)	3,772
Non-audit services i.e. taxation	非核數服務(即稅務)	293
		4,065

### Communications with Shareholders and Investors

The Board recognises the importance of good communications with all shareholders. The Company's annual general meeting is a valuable forum for the Board to communicate directly with the shareholders. The Chairman of the Board as well as Chairmen of the Audit and Remuneration Committees together with the external auditors are present to answer shareholders' questions. An annual general meeting circular is distributed to all shareholders at least 21 days before the annual general meeting. It sets out the procedures for demanding and conducting a poll and other relevant information of the proposed resolutions. The Chairman explains the procedures for demanding and conducting a poll again at the beginning of the annual general meeting and (except where a poll is demanded) reveals how many proxies for and against have been filed in respect of each resolution. The results of the poll, if any, will be published in the newspapers and on the Company's website.

A key element of effective communication with shareholders and investors is the prompt and timely dissemination of information in relation to the Group. The Company has announced all its price-sensitive information, announcements, interim and annual results in a timely manner in compliance with the Listing Rules.

### 與股東及投資者的溝通

董事會認同與所有股東有良好的溝通最為重要，公司的股東週年大會提供理想的場合讓董事會直接與股東溝通。董事會主席以及審核委員會及薪酬委員會的主席，連同外聘核數師均會出席股東週年大會，解答股東提問。有關股東週年大會的通函於大會舉行前最少21日寄發予所有股東，通函載列要求及進行以投票方式表決的程序及其他建議的決議案的有關資料。主席將會在股東週年大會開始時再次解釋要求及進行以投票方式表決的程序及(若已要求以投票方式表決除外)透露每一項決議案已提交及代表贊成及反對的票數。以投票方式表決的結果(如有)將會在報章及本公司網站刊登。

與股東及投資者作有效的溝通，主要在於快捷及適時發佈有關集團的資訊。本公司已遵照上市規則及時地宣佈一切股價敏感的資料、公佈、中期及全年業績。

### Communications with Shareholders and Investors (Continued) 與股東及投資者的溝通 (續)

The management dedicated for investor relations received interviews from and held meetings with equity research analysts, fund managers, institutional shareholders and potential investors from time to time during the year. The Company also maintains an on-going dialogue with the investing public via our bulletin board in the Company's official website so as to promptly address any causal enquiries about the Company.

負責投資者關係的管理層人員於年內不時接受證券分析員、基金經理、機構股東及有意投資者約訪並與彼等舉行會議。本公司亦透過公司正式網址內的報告板與投資大眾保持對話，以便迅速回應基於任何原因而產生有關本公司的查詢。

### Voting by Poll

The Company informs the shareholders (in its circulars convening a general meeting) the procedures for voting by poll and the rights of shareholders to demand a poll to ensure compliance with the requirements on the poll voting procedures. In accordance to provision 73 of Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- i) the chairman; or
- ii) at least three shareholders present in person or by a duly authorized corporate representative or by proxy for the time being entitled to vote at the meeting; or
- iii) any shareholder or shareholders present in person or by a duly authorized corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the rights to vote at the meeting; or
- iv) a shareholder or shareholders present in person or by a duly authorized corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

### 以投票方式表決

於其召開股東大會之通函內，本公司告知股東以投票方式表決之程序以及股東要求以投票方式表決之權利，從而確保遵守投票表決程序之規定。根據本公司之公司細則第73條，於任何股東大會上提呈大會表決之決議案須以舉手方式決定，惟投票表決可由以下人士（於宣佈舉手表決結果或撤銷任何其他投票表決之要求時或之前）要求進行：

- i) 主席；
- ii) 當時有權在大會上投票之至少三名親身出席或由正式授權公司代表或委任代表出席之股東；或
- iii) 佔在大會上擁有投票權之全體股東總投票權不少於十分之一之任何親身出席或由正式授權公司代表或委任代表出席之任何一名或以上股東；或
- iv) 持有獲賦權利可在大會上投票之本公司股份（其已繳足總額股份相等於不少於賦予該權利之所有股份已繳足總額十分之一）之任何親身出席或由正式授權公司代表或委任代表出席之任何一名或以上股東。

### Voting by Poll *(Continued)*

The Company should count all proxy votes, and except where a poll is required, the chairman of a meeting should indicate to the meeting the level of proxies lodged on each resolution, and the balance for and against the resolution, after it has been dealt with on a show of hands. The Company should ensure that votes cast are properly counted and recorded.

The chairman of a meeting should at the commencement of the meeting ensure that an explanation is provided of:

- i) the procedure for demanding a poll by shareholders before putting a resolution to the vote on a show of hands; and
- ii) the detailed procedures for conducting a poll and then answer any questions from shareholders whenever voting by way of a poll is required.

### 以投票方式表決 *(續)*

本公司須計算所有委任代表之投票，及倘在以舉手方式表決後要求投票表決，則大會主席須向大會就每項決議案指明委任代表數目及該決議案之贊成及反對票數。本公司應確保正確計算及記錄票數。

大會主席應於大會開始前就下列提供解釋：

- i) 股東在以舉手表決方式投票前要求以投票方式進行表決之程序；及
- ii) 進行投票表決之詳細程序並在要求以投票方式進行表決時答覆股東所詢問之任何問題。