

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to building and maintaining high standards of corporate governance. The Company has complied with the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong (the "Listing Rules"), with certain deviations as mentioned below, throughout the year.

本公司致力建立及維持高水平的企業管治。本公司於整個年度內一直遵守《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）附錄十四所載《企業管治常規守則》中之守則條文，當中只有以下範圍有若干偏離。

A. DIRECTORS

A. 董事

A.1 The Board

A.1 董事會

15 board meetings were held during the year.

董事會在本年度期間內共召開了十五次會議。

Individual attendance of the Directors, during the respective terms of their directorships, is set out below:

各董事在其任內的出席率如下：

Name	董事姓名	Number of meetings attended 出席會議次數
<i>Executive Directors</i>		
Mr Tang Wai Lam (Chairman & Managing Director)	鄧偉林先生 (主席兼董事總經理)	14/15
Mr Tang Keung Lam (Vice-Chairman & Deputy Managing Director) (resigned on 30 November 2005)	鄧強林先生 (副主席兼董事副總經理) (於二零零五年十一月三十日辭任)	10/12
Mr Ng Man Kit, Lawrence (Deputy Managing Director)	吳民傑先生 (董事副總經理)	12/15
Mr Chung Chun Wah	鍾振華先生	14/15
<i>Independent Non-executive Directors</i>		
Mr Lee Kin Sang	李建生先生	4/15
Mr Chan Ka Sing, Tommy	陳家聲先生	4/15
Mr Ng Chun Chuen, David	吳振泉先生	4/15
<i>Non-executive Director</i>		
Mr Lee Kwan Hung	李均雄先生	4/15

CORPORATE GOVERNANCE REPORT

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A. DIRECTORS (continued)

A.1 The Board (continued)

Directors are consulted to include matters in the agenda for regular board meetings.

Notice of at least 14 days is given of a regular board meeting to give all Directors an opportunity to attend. For all other board meetings, reasonable notice is given.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring that board procedures, and all applicable rules and regulations, are followed.

Minutes of meetings of the Board, the Audit Committee and the Remuneration Committee are kept by the Company Secretary and such minutes are open for inspection at any reasonable time on reasonable notice by any Director.

Minutes of meetings of the Board, the Audit Committee and the Remuneration Committee record in sufficient detail the matters considered by the Board and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of board meetings are sent to all Directors for their comment and records respectively, in both cases within a reasonable time after the board meeting is held.

All Directors may, upon reasonable request, seek independent professional advice in appropriate circumstances, at the Company's expense. The Board shall resolve to provide separate independent professional advice to Directors to assist the relevant Director or Directors to discharge his/their duties to the Company.

A. 董事 (續)

A.1 董事會 (續)

董事會定期會議之商討事項，經諮詢董事後列入會議議程。

召開董事會定期會議會發出至少十四天通知，以讓所有董事皆有機會騰空出席。至於召開其他所有董事會會議，會發出合理通知。

所有董事可取得公司秘書的意見和享用他的服務，目的是為了確保董事會程序及所有適用規則及規例均獲得遵守。

公司秘書已備存董事會、審核委員會及薪酬委員會的會議紀錄，若有任何董事發出合理通知，可公開有關會議紀錄供其在任何合理的時段查閱。

董事會、審核委員會及薪酬委員會的會議紀錄，已對會上各董事所考慮事項及達致的決定作足夠詳細的紀錄，其中包括董事提出的任何疑慮或表達的反對意見。董事會會議結束後，於合理時段內先後將會議紀錄的初稿及最終定稿發送全體董事，初稿供董事表達意見，最後定稿則作其紀錄之用。

董事按合理要求，可在適當的情況下尋求獨立專業意見，費用由本公司支付。董事會將議決另外為董事提供獨立專業意見，以協助有關董事履行其對本公司的責任。

A. DIRECTORS (continued)

A.1 The Board (continued)

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall not be dealt with by way of circulation or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a board meeting) but a board meeting shall be held. Independent non-executive directors who, and whose associates, have no material interest in the transaction shall be present at such board meeting.

A.2 Chairman and Chief Executive Officer

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Both roles of the Company are at present performed by Mr Tang Wai Lam holding the positions of Chairman and Managing Director. The Board believes that such appointment has served and is serving the Group well by providing unified leadership and direction and allowing corporate strategies to be developed and implemented more effectively.

The Chairman is responsible for ensuring that all Directors are properly briefed on issues arising at board meetings, and that they receive adequate information, which must be complete and reliable, in a timely manner.

A. 董事 (續)

A.1 董事會 (續)

若有大股東或董事在董事會將予考慮的事項中存有董事會認為重大的利益衝突，有關事項將不會以傳閱文件方式處理或交由轄下委員會處理（根據董事會會議上通過的決議而特別就此事項成立的委員會除外），而董事會將就該事項舉行董事會會議。在交易中本身及其聯繫人均沒有重大利益的獨立非執行董事將出席有關的董事會會議。

A.2 主席及行政總裁

守則條文A.2.1規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。本公司之此二者角色現時由主席兼董事總經理鄧偉林先生出任。董事會相信此委任能提供統一的領導和方向，並能更有效地發展及實施企業策略，所以在過去及現在皆對公司帶來裨益。

主席確保董事會會議上所有董事均適當知悉當前的事項並及時收到充分的資訊，而有關資訊均屬完備可靠。

A. DIRECTORS (continued)

A.3 Board composition

There is a strong independent element on the Board, which can exercise independent judgement and ensure a balance of power and authority. Throughout the year, independent non-executive directors represent more than one-third of the Board and executive directors do not comprise a majority of the Board.

All Directors are expressly identified by categories of executive directors, independent non-executive directors and non-executive director in all corporate communications that disclose the names of Directors of the Company.

Biographical details of the Directors are set out in the Report of the Directors.

A.4 Appointments, re-election and removal

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. Code Provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment, and that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

A. 董事 (續)

A.3 董事會組成

董事會上有強大的獨立元素，能夠有效地作出獨立判斷及確保權力和授權分布均衡。於整個年度內，獨立非執行董事佔董事會成員人數超過三分之一，而執行董事並不構成董事會的大多數。

所有載有董事姓名的公司通訊中，已按董事類別，包括執行董事、非執行董事及獨立非執行董事，明確說明所有董事身份。

各董事的個人簡歷，刊載於董事會報告中。

A.4 委任、重選和罷免

守則條文A.4.1規定非執行董事的委任應有指定任期，並須接受重新選舉。守則條文A.4.2規定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）應輪流退任，至少每三年一次。

A. DIRECTORS (continued)

A.4 Appointments, re-election and removal (continued)

Non-executive directors of the Company were not appointed for a specific term. In accordance with the Articles of Association of the Company, any Directors appointed to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. The Articles of Association of the Company also stipulate that at each annual general meeting, a specified proportion of the directors (other than the Managing Director) for the time being shall retire from office by rotation.

To ensure stricter compliance with the code provisions, relevant amendments to the Articles of Association of the Company will be proposed to the shareholders of the Company in the forthcoming annual general meeting for approval.

The appointment of a candidate as a new Director is considered by the Board to ensure that he has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of the Company. A newly appointed Director must be able to meet the standards as set out in Rules 3.08 and 3.09 of the Listing Rules. In the case of an Independent Non-executive Director, he should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

A. 董事 (續)

A.4 委任、重選和罷免 (續)

本公司的非執行董事並無指定任期。根據本公司的組織章程細則，由董事會委任以填補臨時空缺的董事，只可任職至下屆股東週年大會。本公司的組織章程細則亦規定在每年的股東週年大會上，當其時的董事（董事總經理除外）中的規定比例人數須輪流退任。

為確保更嚴格遵守這兩項守則條文，對本公司之組織章程細則作出相關修訂之建議將於即將舉行之股東週年大會呈交予本公司之股東通過。

新董事的委任由董事會考慮，以確保候選人具備適宜擔任本公司董事的個性、經驗及品格，並證明其具備足夠的才幹勝任該職務。新獲委任之董事必須符合《上市規則》第3.08及3.09條所載的標準。如其為獨立非執行董事，亦須符合《上市規則》第3.13條所列的獨立性準則。

A. DIRECTORS (continued)

A.5 Responsibilities of directors

Every newly appointed Director of the Company shall receive a comprehensive, formal and tailored induction on the first occasion of his appointment, and subsequently such briefing and professional development as is necessary, to ensure that he has a proper understanding of the operations and business of the Company and that he is fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company.

The functions of Non-executive Directors include those specified in Code Provision A.5.2 (a) to (d) of the CG Code.

Every Director is aware that he should give sufficient time and attention to the affairs of the Company.

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. Following a specific enquiry, each of the directors confirmed that he complied with the code of conduct regarding directors' securities transactions throughout year ended 28 February 2006.

A. 董事 (續)

A.5 董事責任

本公司每名新委任的董事均在首次接受委任時獲得全面、正式兼特為其而設的就任須知，其後亦會獲得所需的介紹及專業發展，以確保其對本公司的運作及業務均有適當的理解，以及完全知道本身在法規及普通法、《上市規則》、適用的法律規定及其他監管規定以及本公司的業務及管治政策下的職責。

非執行董事的職能包括《企業管治常規守則》守則條文A.5.2(a)至(d)所指明的各項職能。

每名董事知悉其應付出足夠時間及精神以處理本公司的事務。

本公司已採納一套有關董事進行證券交易的行為守則。該行為守則並不低於《上市規則》附錄十所載《董事進行證券交易的標準守則》所規定的標準。經特定查詢後，每名董事均確認於截至二零零六年二月二十八日止整個年度內已遵守了有關董事進行證券交易的行為守則。

A. DIRECTORS (continued)

A.6 Supply of and access to information

In respect of regular board meetings, and so far as practicable in all other cases, an agenda and accompanying board papers are sent in full to all Directors in a timely manner and at least 3 days before the intended date of a board or board committee meeting.

Management is aware that it has an obligation to supply the Board and its committees with adequate, complete and reliable information in a timely manner to enable it to make informed decisions. The Board and each Director have separate and independent access to the senior management of the Company.

All Directors are entitled to have access to board papers and related materials.

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

B.1 The level and make-up of remuneration and disclosure

Code Provision B.1.1 stipulates that issuers should establish a remuneration committee with specific written terms of reference which deal clearly with its authority and duties. A remuneration committee was formed on 17 October 2005.

A. 董事 (續)

A.6 資料提供及使用

董事會定期會議的議程及相關會議文件會全部及時送交全體董事，並至少在計劃舉行董事會日期的三天前送出。董事會其他所有會議在切實可行的情況下亦會採納以上安排。

管理層知悉其有責任向董事會及其轄下委員會提供充足、完整及可靠的適時資料，以使董事能夠在掌握有關資料的情況下作出決定。董事會及每名董事均有自行接觸本公司高級管理人員的獨立途徑。

所有董事均有權查閱董事會文件及相關資料。

B. 董事及高級管理人員的薪酬

B.1 薪酬及披露的水平及組成

守則B.1.1規定發行人應設立具有特定成文權責範圍的薪酬委員會；有關權責範圍應清楚說明委員會的權限及職責。該薪酬委員會已於二零零五年十月十七日成立。

CORPORATE GOVERNANCE REPORT

企業管治報告

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (continued)

B.1 The level and make-up of remuneration and disclosure (continued)

The Remuneration Committee makes recommendations to the Board on the policy and structure of the Company for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Remuneration Committee comprises three Independent Non-executive Directors, namely Mr Chan Ka Sing, Tommy, Mr Lee Kin Sang and Mr Ng Chun Chuen, David and two Executive Directors, namely Mr Tang Wai Lam and Mr Tang Keung Lam (resigned on 30 November 2005).

One meeting was held during the year. Individual attendance of the committee members is set out below:

Name	董事姓名	Number of meetings attended 出席會議次數
Mr Chan Ka Sing, Tommy (<i>Chairman</i>)	陳家聲先生 (主席)	1/1
Mr Lee Kin Sang	李建生先生	1/1
Mr Ng Chun Chuen, David	吳振泉先生	1/1
Mr Tang Wai Lam	鄧偉林先生	1/1
Mr Tang Keung Lam (resigned on 30 November 2005)	鄧強林先生 (於二零零五年十一月三十日辭任)	1/1

The written terms of reference of the Remuneration Committee are no less exacting than those stipulated in Code Provision B.1.3 of the CG Code. The Remuneration Committee has made available its terms of reference, on the website of the Company, explaining its role and the authority delegated to it by the Board.

B. 董事及高級管理人員的薪酬 (續)

B.1 薪酬及披露的水平及組成 (續)

薪酬委員會就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議。薪酬委員會由三名獨立非執行董事陳家聲先生、李建生先生及吳振泉先生，以及兩名獨任執行董事鄧偉林先生及鄧強林先生（於二零零五年十一月三十日辭任）組成。

薪酬委員會在本年度期間內共召開了一次會議。各委員的出席率如下：

薪酬委員會的職權範圍並不低於《企業管治常規守則》守則條文B.1.3所規定的標準。薪酬委員會已於本公司網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (continued)

B.1 The level and make-up of remuneration and disclosure (continued)

Work performed by the Remuneration Committee during the year included the approval of performance-based bonus to the Executive Directors.

The Remuneration Committee is provided with sufficient resources to discharge its duties.

The emoluments specified in the service contract appointing an Executive Director consist of a salary, provident fund contributed by the Group and a discretionary bonus. The salary is determined with reference to his duties and responsibilities, remuneration benchmark in the industry and prevailing market conditions. The discretionary bonus is calculated with reference to the Company's performance and profitability as well as his performance determined by the Board.

The emoluments payable to a Non-executive Director or an Independent Non-executive Director are determined by the Board with reference to the Company's performance and profitability, his duties and responsibilities, remuneration benchmark in the industry and prevailing market conditions.

B. 董事及高級管理人員的薪酬 (續)

B.1 薪酬及披露的水平及組成 (續)

在本年度期間內，薪酬委員會的工作包括批准應付予執行董事之按表現而釐定的花紅。

薪酬委員會已獲供給充足資源以履行其職責。

聘任執行董事之服務合約所訂明為酬金包括薪金、由本集團供款的公積金及酌情花紅。該薪金乃按彼之職務與責任、同行薪酬基準及屆時的市場環境而釐定。該酌情花紅乃按本公司的業績表現與盈利狀況，以及由董事會所釐定該董事之工作表現計算。

非執行董事或獨立非執行董事之酬金由董事會按本公司的業績表現與盈利狀況、該董事的職務與責任、同行薪酬基準及屆時的市場環境而釐定。

C. ACCOUNTABILITY AND AUDIT

C.1 Financial reporting

Management provides explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors are responsible for selecting and consistently applying appropriate accounting policies and preparing financial statements which give a true and fair view. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements on a going concern basis.

The Board is responsible for presenting a balanced, clear and understandable assessment to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

A statement by the auditors about their reporting responsibilities is included in the Report of the Auditors on pages 66 and 67 of this annual report.

C.2 Internal controls

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness through the Audit Committee. The Board requires management to establish and maintain sound and effective internal controls. Evaluation is performed by management on a regular and ad-hoc basis. Such evaluation covers all material controls, including financial, operational and compliance controls and risk management functions.

C. 問責及核數

C.1 財務匯報

管理層向董事會提供充分的解釋及足夠的資料，讓董事會可以就提交給他們批准的財務及其他資料，作出有根據的評審。

董事有責任採用並且貫徹應用適當之會計政策，並編製真實兼公平之財務報表。董事未有知悉任何重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。故此，董事已以公司持續經營為基礎編製財務報表。

董事會有責任於年度報告及中期報告、其他涉及股價敏感資料的通告及根據《上市規則》規定須予披露的其他財務資料，以及向監管者提交的報告書以至根據法例規定須予披露的資料，平衡、清晰及明白地評審公司表現。

核數師的申報責任聲明載於本年報第66及67頁的核數師報告內。

C.2 內部監控

董事會需負責本集團的內部監控系統，並透過審核委員會檢討其效能。董事會規定管理層設立及維持穩健妥善而且有效的內部監控。管理層以定期及臨時形式評估本集團的內部監控。評估涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控以及風險管理功能。

C. ACCOUNTABILITY AND AUDIT (continued)

C.3 Audit Committee

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the group audit. It also reviews the effectiveness of the external audit and of internal control and risk evaluation. The Committee comprises three independent non-executive directors, namely Mr Lee Kin Sang, Mr Chan Ka Sing, Tommy and Mr Ng Chun Chuen, David, none of whom is a former partner of the Company's existing auditing firm.

3 meetings were held during the year. Individual attendance of the committee members is set out below:

Name	董事姓名	Number of meetings attended 出席會議次數
Mr Lee Kin Sang (Chairman)	李建生先生 (主席)	2/3
Mr Chan Ka Sing, Tommy	陳家聲先生	3/3
Mr Ng Chun Chuen, David	吳振泉先生	3/3

Full minutes of the Audit Committee are kept by the Company Secretary of the Company. Draft and final versions of minutes of the Audit Committee meetings were sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

The written terms of reference of the Audit Committee are no less exacting than those stipulated in Code Provision C.3.3 of the CG Code. The Audit Committee has made available its terms of reference, on the website of the Company, explaining its role and the authority delegated to it by the Board.

C. 問責及核數 (續)

C.3 審核委員會

審核委員會就本集團審計範圍內的事項擔任董事會與公司核數師之間的重要橋樑。審核委員會亦負責檢討公司外部審核工作，以及內部監控與風險評估等方面的效能。委員會由三名獨立非執行董事李建生先生、陳家聲先生及吳振泉先生組成，當中沒有委員為現時負責審計本公司賬目的核數公司的前任合夥人。

審核委員會在本年度期間內共召開了三次會議。各委員的出席率如下：

Name	董事姓名	Number of meetings attended 出席會議次數
Mr Lee Kin Sang (Chairman)	李建生先生 (主席)	2/3
Mr Chan Ka Sing, Tommy	陳家聲先生	3/3
Mr Ng Chun Chuen, David	吳振泉先生	3/3

審核委員會的完整會議紀錄已由本公司之公司秘書保存。審核委員會會議紀錄的初稿及最後定稿已在會議後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

審核委員會的職權範圍並不低於《企業管治常規守則》守則條文C.3.3所規定的標準。審核委員會已於本公司網站上公開其職權範圍，解釋其角色及董事會轉授予之權力。

C. ACCOUNTABILITY AND AUDIT (continued)

C.3 Audit Committee (continued)

Work performed by the Audit Committee during the year included:

- reviewing the financial statements for the year ended 28 February 2005;
- reviewing the financial statements for the six months ended 31 August 2005;
- meeting with the external auditors to discuss the scope of their audit work;
- reviewing the effectiveness of the system of internal control;
- reviewing the external auditor's management letter and management's response;
- reviewing the adoption of Hong Kong Financial Reporting Standards;
- reviewing the compliance of the CG Code; and
- recommending the appointment of external auditors.

The Audit Committee is provided with sufficient resources to discharge its duties.

C. 問責及核數 (續)

C.3 審核委員會 (續)

在本年度期間內，審核委員會的工作包括：

- 審閱截至二零零五年二月二十八日止年度之財務報表；
- 審閱截至二零零五年八月三十一日止六個月之財務報表；
- 會見外聘核數師以商討其核數工作範圍；
- 檢討內部監控系統的效能；
- 審閱外聘核數師的致管理層函件及管理層之回應；
- 審閱採納香港財務報告準則情況；
- 審閱遵守《企業管治常規守則》情況；及
- 建議外聘核數師之委任。

審核委員會獲供給充足資源，以履行其職責。

C. ACCOUNTABILITY AND AUDIT (continued)

C.3 Audit Committee (continued)

The Audit Committee has recommended for the re-appointment of PricewaterhouseCoopers as the external auditors of the Company. The recommendation was agreed by the Board and will be put forward for the approval of the shareholders at the forthcoming annual general meeting.

C.4 Auditors' remuneration

During the year, the services provided by, and the associated remuneration paid to, PricewaterhouseCoopers, the group external auditors of the Company, were as follows:

		HK\$'000 千港元
Audit	核數	1,028
Taxation	稅務	180
Others	其他	140
<hr/>		
		1,348

C. 問責及核數 (續)

C.3 審核委員會 (續)

審核委員會已提議羅兵咸永道會計師事務所連任本公司的外聘核數師。有關提議已獲董事會同意及將在下一次股東週年大會上提呈各股東議決。

C.4 核數師薪酬

於本年度期間內，本公司之集團外聘核數師羅兵咸永道會計師事務所提供之服務及向其支付之相關酬金如下：

D. DELEGATION BY THE BOARD

D.1 Management functions

When the Board delegates aspects of its management and administration functions to management, it gives at the same time clear directions as to the powers of management, in particular, with respect to the circumstances where management should report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Functions reserved by the Board include the formulation of business strategies, appointment of directors and senior executives, approval of financial statements and budgets, proposal of selection of auditors, and proposal and declaration of dividends.

D.2 Board Committees

Where board committees are established to deal with matters, the Board shall prescribe sufficiently clear terms of reference to enable such committees to discharge their functions properly.

Particulars of the Remuneration Committee and the Audit Committee have been disclosed under B.1 and C.3, respectively. Copies of minutes of meetings of the two Committees have been sent to the Board for information.

D. 董事會權力的轉授

D.1 管理功能

當董事會將其管理及行政功能方面的權力轉授予管理層時，會同時就管理層的權力，給予清晰的指引，特別是在何種情況下管理層應向董事會匯報以及在代表本公司作出任何決定或訂立任何承諾前應取得董事會批准等事宜方面。

董事會予以保留的職能包括制訂商業策略、委任董事及高級行政人員、通過財務報表及預算、就選擇核數師提出建議，以及建議和宣派股息。

D.2 董事會轄下的委員會

若要成立委員會處理事宜，董事會將充分清楚的訂明該等委員會的職權範圍，讓有關委員會能適當地履行其職能。

薪酬委員會及審核委員會之詳情已分別於B.1段及C.3段披露。該兩個委員會會議紀錄的副本已呈呈董事會以供參閱。

E. COMMUNICATION WITH SHAREHOLDERS

E.1 Effective communication

At the Annual General Meeting held on 5 August 2005 (the "2005 AGM"), a separate resolution was proposed by the Chairman of the Board in respect of each substantially separate issue.

The Chairman of the Board and a delegate duly appointed by the Chairman of the Audit Committee have attended the 2005 AGM to answer questions.

E.2 Voting by Poll

The rights of shareholders to demand a poll were disclosed in the notice of the 2005 AGM.

At the commencement of the 2005 AGM, the Chairman of the Board explained to the shareholders of the Company the procedures for demanding a poll by shareholders before putting a resolution to the vote on a show of hands and the detailed procedures for conducting a poll, and then answer any questions from shareholders whenever voting by way of a poll is required.

E. 與股東的溝通

E.1 有效溝通

在二零零五年八月五日舉行的股東週年大會（「二零零五年股東週年大會」），董事會主席已就每項實際獨立的事宜個別提出決議案。

董事會主席及一名由審核委員會適當委任的代表在二零零五年股東週年大會上回答提問。

E.2 以投票方式表決

二零零五年股東週年大會通告已載列股東以投票方式表決的權利。

董事會主席在二零零五年股東週年大會開始時已解釋在決議案以舉手方式表決之前股東要求以投票方式表決的程序，以及在要求以投票方式表決的情況下，以投票方式進行表決，然後回答股東提出任何問題的詳細程序。