

## 企業管治常規

本公司董事會(「董事會」)負責確保維持高質素之企業管治，並對股東負責。於截至二零零六年六月三十日止年度內，本公司已應用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之《企業管治常規守則》(「守則」)之守則，並遵循守則所有適用之守則條文，惟以下偏離事項除外：

### 1. 守則條文A.4.1

根據守則A.4.1條文，非執行董事的委任應有指定任期，並須接受重新選舉，然而，全體獨立非執行董事，均無指定任期，而須根據本公司之公司組織章程大綱及細則條文於本公司之股東週年大會上輪流退任及接受重新選舉。本公司認為已採取足夠措施，確保本公司之企業管治常規不比守則所訂者寬鬆。

### 2. 守則條文B.1.4 and C.3.4

根據守則B.1.4及C.3.4條文，發行人之薪酬委員會及審計委員會應在有人要求時公開其職權範圍以及將資料登載於發行人之網站上。

本公司之網站現正進行革新，因此未能達到上述將有關資料登載於網站之要求。然而，兩個委員會將在有人要求時公開其職權範圍。

## CORPORATE GOVERNANCE PRACTICES

The board of director of the Company ("the Board") is responsible for ensuring high standards of corporate governance are maintained and for accounting to shareholders. The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules") throughout the year ended 30 June 2006, except for the following deviations:

### 1. Code Provision A.4.1

Under the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. However, all the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Company's Memorandum and Articles of Association. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

### 2. Code Provision B.1.4 and C.3.4

Under the code provisions B.1.4 and C.3.4 of the Code, the issuer should make available the terms of reference of its remuneration committee and audit committee on request and by including the information on the issuer's website.

The Company's website is now under reconstruction, therefore unable to comply with the requirements for posting such information on our website. However, the terms of reference of the two committees are available on request.



### 3. 守則條文A.2.1

根據守則A.2.1條文，主席及行政總裁的角色應有區分，並不應由一人同時兼任，主席及行政總裁之間職責的分工應清楚界定並以書面列載。

本公司現時未能符合上市規則有關主席及行政總裁職責分離之規定。我們現正通過不同渠道找尋適合人選擔任行政總裁，希望於下一財政年度可符合要求。

董事會將定期審閱及改進本公司之企業管治常規及標準，按照不斷改進之標準評估本公司之企業管治常規，以適應日新月異的環境及需求，務求持續提升本公司之企業管治。

### 董事之證券交易

本公司已就本公司董事買賣證券，採納載於上市規則附錄十有關上市發行人董事進行證券交易的標準守則(「標準守則」)。在本公司作出特定查詢後，董事會所有成員已確認彼等於二零零六年六月三十日止年度內，一直遵守標準守則所載之標準要求。標準守則亦適用於本集團其他指定高級管理層。

### 3 Code Provision A.2.1

Under the code provision A.2.1 of the Code, the role of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and the Chief Executive Officer should be clearly established and set out in writing.

The Company currently cannot comply with the requirement of the Listing Rules to separate the role of Chairman and Chief Executive Officer. We are, through different channels, still looking for a suitable person to act as Chief Executive Officer and with a hope to comply with the requirement in the next financial year.

The Board will periodically review and improve the corporate governance practices and standards of the Company with a view to continuously improve the Company's corporate governance practices by assessing their effectiveness with evolving standard to meet changing circumstances and needs.

### DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by directors of the Company. All the members of the Board have confirmed, following specific enquiry of the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 30 June 2006. The Model Code also applies to other specified senior management of the Group.

## 董事會

董事會代表本公司股東管理本公司業務。董事會成員須盡可能提高投資回報及本公司的長期價值。

董事會由三位執行董事及三位獨立非執行董事組成。董事會成員之間並無任何關係。董事姓名及履歷詳情載於本年報中第9頁至第11頁「董事及高級管理人員簡介」一節。此外，一位獨立非執行董事擁有適當的專業會計資格及財務管理專長。

董事會包括均衡組合，有執行董事與非執行董事(包括獨立非執行董事)，能使董事會具有一定獨立性，能夠有效作出獨立判斷，以及使非執行董事有足夠能力及人數，使他們的意見具影響力。

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出之書面年度確認。本公司認為所有獨立非執行董事均具獨立性。在所有公司信函中，均明確表明獨立非執行董事之身份。

儘管董事會在履行其職責中最終完全負責指引及監督本公司，但若干責任乃授予董事會的各個常務委員會，包括審計委員會、薪酬委員會以及本公司高級管理層。

## BOARD OF DIRECTORS

The Board represents shareholders of the Company managing the Company's affairs. Members of the Board expected to maximize the investment return and the Company's long-term value.

The Board comprises three executive directors and three independent non-executive directors. There is no relation between members of the Board. The names, biographical details of the directors are set out in the "Profiles of Directors and Senior Management" on pages 9 to 11 to the annual report. In addition, one of the independent executive directors possesses appropriate professional accounting qualifications and financial management expertise.

The Board includes a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is an independent element on the Board which can effectively exercise independent judgment, and that non-executive directors should be of sufficient caliber and number for their views to carry weight.

The Company has received from each of the independent non-executive directors an annual written confirmation of his independence pursuant to Rule 3.13 to the Listing Rules. The Company considers all of the independent non-executive directors are independent. The independent non-executive directors are explicitly identified in all corporate communications.

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various standing committees of the Board including Audit Committee, Remuneration Committee and the senior management of the Company.

保留予董事會之決策類別包括：

The types of decisions which are reserved to be taken by the Board include:

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|---|--|
| <p>1. 與本公司大股東或董事利益衝突有關之事項；</p>  | <p>1. matters relating to conflict of interest for a substantial shareholder or a director of the Company;</p>   |
| <p>2. 制定本公司整體策略方向及與策略計劃有關的政策，主要業務及財務目標、股息政策，或訂立涉及重大資本獲取或支出之合約；</p>              | <p>2. formulation of the Company's policies relating to the overall strategic direction and strategic plans, key business and financial objectives, dividend policy or entering into contract involving significant capital acquisition or expenditure.</p>  |
| <p>3. 就年度營運及資本支出預算進行財務控制、監察及風險管理；本公司的財務報表、公佈的報告、股價敏感公告之披露及上市規則或其他規例要求的其他披露；</p> | <p>3. financial controls, compliance and risk management for the approval of annual operating and capital expenditure budgets, the Company's financial statements, published reports, price-sensitive announcements and other disclosure required under the Listing Rules or other statutory requirements.</p> |
| <p>4. 本公司資本架構變動，包括股本減少、股份購回或新證券發行。</p>  | <p>4. changes to the Company's capital structure, including reductions of share capital, share buy-backs or issue of new securities;</p>   |
| <p>5. 董事會、行政總裁、本公司財務總監、公司秘書及外部核數師之重大委任或罷免；</p>                                  | <p>5. major appointments or removal to the Board, the Chief Executive Officer, the Company's chief financial officer, company secretary and external auditors.</p>   |
| <p>6. 董事會任何委員會之職權範圍或授予行政總裁及高級管理層之權限的變動；</p>                                     | <p>6. changes to the terms of reference or membership of any committee of the Board and the authority delegated to the Chief Executive Officer and the senior management;</p>  |
| <p>7. 超出高級管理層權限的事項；以及</p>   | <p>7. matters exceed the authorities of the senior management; and</p>   |

8. 採納、審閱及批准由本集團董事及其他指定管理人員訂立之本公司企業管治常規冊、集團法律政策(如有)及集團制度監控及風險管理政策。

8. the adoption, review and approval of changes of the Corporate Governance Practical Manual of the Company, group legal policy (if any) and group system control and risk management policy.

年內，本集團已舉行十次董事會會議(包括三次全體董事會會議)，各董事之出席次數如下：

During the year, 10 board meetings were held (inclusive of 3 full board meetings) and the individual attendance of each director is set out below:

董事姓名	Name of Director	出席董事會會議次數 Number of Board Meetings attended	出席率 Attendance rate
主席	Chairman		
趙世曾	Chao Sze Tsung Cecil	10	100%
執行董事	Executive Directors		
翁峻傑	Yung Philip	8	100%#
何秀芬	Ho Sau Fun Connie	10	100%
獨立非執行董事	Independent Non-Executive Directors		
洪承禧	Hung John Terence	2	67%*
梁榮江	Leung Wing Kong Joseph	2	67%*
林家威	Lam Ka Wai Graham	3	100%*

# 翁先生於二零零五年九月八日委任為董事，因此並未有出席於九月八日以前召之會議

# Mr. Yung was appointed as director on 8 September 2005 and therefore, has not attended the meetings which were held prior to 8 September 2005.

\* 出席率只計算其出席全體董事會會議

\* The attendance rate is calculated based on their attendance at full board meetings

本公司董事負責根據有關法定要求及現行適用之會計準則，編制並適時刊發真實及公平並反映本集團財務狀況之財務報表。本公司董事亦負責選擇及貫徹應用適當會計政策，並確保適時採納香港會計準則及香港財務報告準則。

The directors of the Company are responsible for the preparation of financial statements of the Group which give a true and fair view, and are prepared in accordance with the relevant statutory requirements and applicable accounting standards in force, and are published in a timely manner. The directors of the Company are also responsible for selecting and applying on a consistent basis suitable accounting policies and ensuring timely adoption of Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards.



本公司董事確認其編製本公司財務報表之責任，並欣然報告，本公司已按上市規則要求，於有關期間結束後適時公布其年度及中期業績。

The directors of the Company acknowledge their responsibility for preparing the financial statements of the Company and report that the Company has announced its annual and interim results in a timely manner after the end of the relevant period, as laid down in the Listing Rules.

本公司核數師就其報告責任作出之聲明載於年度報告第47頁至第48頁「核數師報告」內。

A statement by the auditors of the Company about their reporting responsibilities is set out in the “Auditors’ Report” on pages 47 to 48.

### 主席及行政總裁

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

本公司已界定根據上市規則主席及行政總裁的立場及明白不能由同一人同時兼任，以確保董事會有明確責任分擔，達致權力及權限的平衡。

The Company has identified the roles of Chairman and Chief Executive Officer under the Listing Rules and understood that the two positions cannot be performed by the same individual to ensure that there is a clear division of responsibilities at the board level to entail a balance of power and authority.

主席負責領導董事會，確保董事會有效運作，及確保向公眾傳達董事會的意見。在履行此項職責時，主席的責任包括主持董事會會議；確保董事會會議收到有關本公司事務之準確、完整、適時且清晰的資料；確保執行董事與非執行董事之間保持有益的關係；安排就提呈董事會考慮的問題進行討論及作出決定；確保所有董事均適當聽取董事會會議提出的事項之簡報；作為董事會與管理層之間的聯絡人，與行政總裁及公司秘書或其代表商議，草擬及批准每次董事會會議的議程，在適當情況下考慮其

The Chairman is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for ensuring communication of the views of the Board to the public. In performing this role, the Chairman’s responsibilities include chairing meetings of the Board; ensuring the board meetings receive accurate, complete, timely and clear information concerning affairs of the Company; ensuring constructive relations between executive and non-executive directors; formulating for discussion and decision, questions which have been moved for the consideration of the Board; ensuring that all directors are properly briefed on issues arising at board meetings; acting as liaison between the Board and

他董事提議納入議程的任何事項；以及最少每年與非執行董事（包括獨立非執行董事）在執行董事不出席的情況下舉行會議。

行政總裁主要負責建議政策及策略方向，供董事會批准；以及實施董事會採納的策略及政策，及執行本公司之日常營運。

本公司現時未能符合上市規則有關主席及行政總裁職責分離之規定。我們現正通過不同渠道找尋適合人選擔任行政總裁，希望於下一財政年度可符合要求。

### 非執行董事之任期

上市規則附錄十四之守則條文A.4.1 要求非執行董事的委任應有指定任期，並須接受重新選舉。本公司獨立非執行董事均無指定任期，惟須根據本公司之公司組織章程大綱及細則條文至少每三年輪流退任一次及接受重新選舉。因此，本公司認為已採取足夠措施遵照本守則條文。三位非執行董事中兩位之酬金為每年20,000港元，餘下一位酬金為每年48,000港元。

management; in consultation with the Chief Executive Officer and the company secretary or his/her designated delegates, drawing up and approving the agenda for each board meeting taking into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda; and at least annually hold meetings with non-executive directors (including independent non-executive directors) without the presence of the executive directors.

The Chief Executive Officer is primarily responsible for recommending policy and strategic directions for Board approval, implementing the strategies and policies adopted by the Board and conducting the day-to-day operation of the Company.

The Company currently cannot comply with the requirement of the Listing Rules to separate the role of Chairman and Chief Executive Officer. We are, through different channels, still looking for a suitable person to act as Chief Executive Officer and with a hope to comply with the requirement in the next financial year.

### TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term and should be subject to re-election. The independent non-executive directors of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision. Two out of the three non-executive directors have remunerated at HK\$20,000 per annum and the remaining has remunerated at HK\$48,000 per annum.



## 薪酬委員會

二零零六年三月二十四日，本公司根據守則條文B.1.1條設立具有成文職權範圍的薪酬委員會。薪酬委員會成員包括兩位獨立非執行董事(即梁榮江先生及林家威先生)及一位執行董事(即趙世曾博士)。梁榮江先生為薪酬委員會的主席。薪酬委員會主要負責制訂本集團有關本公司各董事及本集團各高級管理層成員之薪酬政策及架構，並就此向本公司董事會提供建議。薪酬委員會將在有公眾人士要求時公開其職權範圍。

薪酬委員會須每年至少舉行一次會議，或在負責人力資源職能之董事要求時舉行會議。

年內，薪酬委員會並沒有舉行會議，委員會成員將於每一曆年完結時開會商討本集團員工來年的薪酬。

執行董事負責審閱市況、個別人士所投入之時間、職責及表現以及其他相關資料，並向薪酬委員會提供建議以供考慮及審批。概無執行董事可自行釐定其薪酬。

## REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference in accordance with the Code provision B.1.1 on 24 March 2006. The Remuneration Committee comprises two independent non-executive directors namely Mr. Joseph Leung Wing Kong and Mr. Lam Ka Wai Graham and one executive director, namely Dr. Chao Sze Tsung Cecil. Mr. Leung Wing Kong Joseph is the chairman of the Remuneration Committee. The Remuneration Committee is primary responsible for formulating and making recommendation to the Board on the Group's policy and structuring the remuneration of the directors of the Company and the senior management of the Group. The terms of reference of the Remuneration Committee shall make available to the public on request.

The Remuneration Committee shall meet at least once a year or as requested by the director responsible for resources function.

During the year, the Remuneration Committee has not met and it is intended that the Committee members will meet once by the end of each calendar year to review the remuneration packages of the staff of the Group for the coming year.

The Executive Directors are responsible for reviewing the market conditions, time commitment, responsibilities, performance of individuals and any other relevant information and propose to the Remuneration Committee for consideration and approval. No Executive Director can determine his own remuneration.



## 審計委員會

審計委員會成員包括三位獨立非執行董事，即洪承禧先生、梁榮江先生及林家威先生。林家威先生為審計委員會的主席。審計委員會之構成及成員符合上市規則第3.21條之要求。審計委員會將在有公眾人士要求時公開其職權範圍。

審計委員會之主要職能是協助董事會監督財務報告制度、風險管理及內部控制程序以及內部及外部核數師職能。審計委員會每年根據審核質量及嚴格程度、所提供之審核服務質量、會計師事務所的質量控制程序、外部核數師與本公司之間的關係以及核數師的獨立性，評核外部核數師之委任。

年內，審計委員會舉行兩次會議，各成員的出席詳情如下：

## AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors, namely Mr. John Terence Hung, Mr. Leung Wing Kong Joseph and Mr. Lam Ka Wai Graham and Mr. Lam Ka Wai Graham is the chairman of the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 to the Listing Rules. The terms of reference of the Audit Committee shall make available to the public on request.

The main function of the Audit Committee is to assist the Board to oversee the financial report system, risk management and internal control procedures and the external audit functions. The Audit Committee annually assesses the appointment of the external auditor, taking into account the quality and rigor of the audit, the quality of the auditors service provided, the audit firm's quality control procedures, relationships between the external auditors and the Company and the independence of the external auditors.

During the year, two Audit Committee meetings were held. The individual attendance of each member is set out below:

成員名稱	Name of Member	出席會議次數 Number of meetings attended	出席率 Attendance rate
洪承禧	Hung John Terence	1	50%
梁榮江	Leung Wing Kong Joseph	2	100%
林家威	Lam Ka Wai Graham	2	100%



審計委員會已審閱本公司採納之會計原則及政策，並與管理層討論內部控制、財務報告事項。為監管本公司財務報表之完整程度，審計委員會已在二零零五年十二月三十一日中期業務報告及截至二零零六年六月三十日之經審核財務報表提予董事會前審閱該等資料。

The Audit Committee has reviewed the accounting procedure and policies adopted by the Company and discussed with management the internal controls and financial reporting matters. To monitor the integrity of the financial statements of the Company, the Audit Committee has reviewed the interim report for the period ended 31 December, 2005, the audited financial statements for the year ended 30 June, 2006 before their submission to the Board.

### 董事之提名程序

本公司尚未成立提名委員會，根據本公司之組織章程細則，董事會有權不時及隨時委任任何人士擔任董事以填補臨時空缺或增加董事會成員，現時委任迎董事的提名程序一般為考慮候選人之過往經驗、資格及與本公司業務相關之其他因素(如有)。其後，董事候選人之履歷將於舉行會議前盡快提交董事會以供考慮。

### DIRECTORS NOMINATION COMMITTEE

The Company has not set up a Nomination Committee yet. According to the Articles of Association of the Company, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. The current nomination procedures for appointment of new directors would normally take into consideration of the candidate's past experience, qualifications and any other factors, if any, which are relevant to the Company's business. Then, short listed candidates with their biographies for directorship would be brought to the Board before meeting for consideration as soon as it is practicable.

### 核數師酬金

年內，就本公司外聘核數師摩斯倫·馬賽會計師事務所向本集團提供法定核數服務及非核數服務(包括墊付費用)而已付及應付之費用分別為152,280港元及160,000港元。

### AUDITORS' REMUNERATION

During the year, the fees paid or payable to external auditors of the Company Messrs. Moores Rowland Mazars were approximately HK\$152,280 and HK\$160,000 for statutory audit services rendered and non-audit services rendered (including disbursement fees) to the Group respectively.

本集團亦已就若干海外附屬公司之法定審核工作委任其他外聘核數師，彼等就提供核數服務之酬金約為12,360港元。

The Group also appointed other external auditors for the statutory audit purposes of certain overseas subsidiaries and their remuneration for audit services rendered was approximately HK\$12,360.

## 內部監控

### 守則條文 C.2

守則C.2條文的原則是董事會應確保本公司的內部監控系統穩健妥善而且有效，以保障股東的投資及本公司的資產。根據該守則條文，董事應最少每年檢討一次本公司及其附屬公司的內部監控系統是否有效，其在企業管治報告中向股東匯報已經完成有關檢討。有關檢討應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。

於年內，已採取以下措施以符合守則條文：

1. 董事已透過本公司之審計委員會就本公司及其附屬公司之內部監控系統之有效性進行一次全年檢討。檢討範圍包括所有重要方面之監控，包括財務、運作及遵守法例監控以及風險管理工作。
2. 董事會對本公司及其附屬公司內部監控系統之成效尚算滿意且無發現任何重大監控失誤或弱點。
3. 高級管理層對業務經營採取實際手法，而授出權力則受到限制。
4. 財政預算之詳情由財務總監負責並由負責之董事作檢討。

## INTERNAL CONTROL

### Code Provision C.2

The principle of the code provision C.2 of the Code, the board should ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investment and the Company's assets. Under the said code, the directors should at least annually conduct a review of the effectiveness of the system of internal control of the issuer and its subsidiaries and report to shareholders that they have done so in their Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

During the year, the following measures were undertaken in order to comply with the Code provision:–

1. The Directors, through the Audit Committee of the Company, have conducted an annual review of the effectiveness of the system of internal control of the Company and its subsidiaries. The review covers all material controls, including financial, operational and compliance controls and risk management functions.
2. The Board is generally satisfied as to the effectiveness of the system of internal control of the Company and its subsidiaries and there were no significant control failings or weakness identified.
3. Senior management adopts a hands-on approach to the operations of the business and delegation of authority is limited.
4. Detailed financial budgets are prepared by the Financial Controller and reviewed by the responsible Directors.

董事會明白商業環境不斷轉變，需要定期檢討內部監控制度。完善之內部監控有助業務有效運作，並確保內部及外部呈報之可靠，以及協助遵守適用法律與法規。

The Board recognizes that constant changes taking place in the business environment which require periodic reviews of the system of internal controls. Well-managed internal controls enable effective and efficient operations, ensure the reliability of internal and external reporting and assist in the compliance with applicable laws and regulations.

董事會明白其對於本集團之內部監控制度及檢討其有效性具有整體責任。董事會將不斷進行檢討，以確保監控系統之有效性。

The Board recognizes that it has overall responsibility for the system of internal controls of the Group and for reviewing its effectiveness. The Board will consistently review the system of internal controls to ensure its effectiveness.

#### 董事及核數師對財務報表之責任

#### DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

董事確認彼等於編製本公司財務報表之責任，並確保財務報表乃根據法例規定及適用會計準則而編製。董事亦須確保本集團準時刊發有關財務報表。

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Company and ensure that they are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of such financial statements.

本公司外聘核數師就彼等對本公司財務報表之責任之聲明載於第47頁至第48頁之核數師報告書內。

The statement of the external auditors of the Company with regard to their reporting responsibilities on the Company's financial statements is set out in the Report of the Auditors on pages 47 to 48.

董事確認，就彼等經作出一切合理查詢後所深知、所得資料及確信，彼等並無獲悉有任何重大不明朗事件或情況會嚴重影響本公司持續經營之能力。

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they 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.

## 與股東之溝通及投資者關係

為提升透明度，本公司努力透過多種通訊渠道與股東及投資者維持持續對話。

股東週年大會為本公司與全體股東溝通的途徑，本公司鼓勵股東出席股東週年大會，而有關通告於最少二十一天前寄發。主席及／或董事均於大會上解答有關本集團業務之提問。於股東大會上，將就各項重大獨立事項提呈獨立決議案，例如選舉個別董事及重選核數師。

要求進行投票表決程序之詳情及股東要求進行投票表決之權利已載於隨本年報奉附之致股東通函內。通函亦載有各項提呈決議案之有關詳情及各重選董事之履歷。

本公司亦努力在其年度報告、中期報告及新聞稿中提供清晰詳盡的表現資料。

## COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

To enhance transparency, the Company endeavours to maintain an on-going dialogue with shareholders and investors through a variety of communication channels.

The annual general meeting is used as an opportunity to communicate with all shareholders. Shareholders are encouraged to attend the annual general meetings for which a notice would be served with at least 21 days period. The Chairman and/or Directors are available to answer questions on the Group's business at the meetings. At general meetings, separate resolutions are proposed on each substantially separate issue such as the election of individual directors and re-appointment of auditors.

Details of poll voting procedures and the rights of shareholders to demand a poll are included in a circular to shareholders accompanied the annual report. The circular also includes relevant details on proposed resolutions, and biographies of each candidates standing for re-election.

The Company is also committed to provide clear and full performance information in its annual report, interim report and press released.