

# 企業管治報告

## Corporate Governance Report

董事會（「董事會」）及本公司管理層相信企業管治對確保透明度及保障股東權益非常重要。自本公司於二零零六年十月在聯交所上市以來，董事會及本公司管理層致力於達致高標準之企業管治及保持高透明度。

本公司企業管治常規乃以聯交所證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企業管治常規守則」）之原則及守則條文（「守則條文」）為基礎。自上市後，本公司於截至二零零六年十二月三十一日止年度及截至業績公佈刊發當日一直遵守大部分守則條文，惟本報告下文所述偏離守則條文者除外。下文概述本公司企業管治常規及闡釋偏離企業管治常規守則之情況（如有）。

### 董事會

董事會須向股東負責，共同制訂本集團之業務策略方針，設定管理層目標，監督其表現及評估管理策略的成效。

### 董事

董事會現時由七名董事組成，包括四名執行董事及三名獨立非執行董事。各董事的履歷載於本年報第10至13頁。董事會結構平衡，每名董事均具備與本集團業務營運及發展有關之豐富知識、經驗及／或專才。董事深知彼等共同及個別對股東所負之責任，並勤勉盡職，為本集團之理想業績作出貢獻。

各董事會成員及主席之間概無財務、業務及親屬關係。彼等均可自由作出獨立判斷。

The Board of Directors (the "Board") and the management of the Company believe that corporate governance is important to ensure the transparency and safeguard the interests of the shareholders. Since the Company's listing on the Stock Exchange in October 2006, the Board and the management of the Company have devoted in achieving a high standard of corporate governance and maintaining a high level of transparency.

The Company's corporate governance practices are based on the principles and the code provisions (the "Code Provisions") as set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Since the listing, the Company has, throughout the year ended 31 December 2006 and up to the date of publication of the result announcement, complied with most of the Code Provisions save for the certain deviations from the Code Provisions that are discussed later in this report. The following summarizes the Company's corporate governance practices and explains deviations, if any, from the CG code.

### BOARD OF DIRECTORS

To be accountable to the shareholders, the Board is collectively responsible for formulating the strategic business direction of the Group and setting objectives for management, overseeing its performance and assessing the effectiveness of management strategies.

### THE DIRECTORS

Currently, the Board comprises seven Directors, including four executive Directors and three independent non-executive Directors. The biographical details of the Directors are set out on pages 10 to 13 of this annual report. The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business operations and development of the Group. All the Directors are aware of their collective and individual responsibilities to the shareholders and have exercised their duties with care, skill and diligence, contributing to the successful performance of the Group.

There is no financial, business and family relationship among members of the Board and the Chairman. All of them are free to exercise their independent judgment.

### 董事 (續)

根據本公司組織章程細則第87(1)條，於每屆股東周年大會上，當時三分之一董事（或如其數目並非三之倍數，則以最接近但不少於三分之一數目為準）須輪席告退，惟每名董事須最少每三年告退一次。退任董事符合資格膺選連任，並於其告退之大會期間繼續擔任董事。輪席告退之董事將為自上次重選或獲委任以來在任最久之董事，惟於同一日獲委任或重選為董事之人士而言，將以抽籤方式（除非彼等互相協定）決定應予告退之人士。

根據公司細則第86(3)條，於年內獲董事會委任之新任董事亦須在獲委任後之首次股東週年大會上退任，並可膺選連任。

現時，所有董事的指定任期為三年，並在排除年內出現不可預見的辭任或退任的情況下，每名董事的有效任期為三年。

本公司已接獲各獨立非執行董事就其獨立性而呈交的年度書面確認，並確信其獨立性符合上市規則的規定。

本公司尚未採納企業管治常規守則第A.2.1條之規定。據此，主席及行政總裁之角色應予區分，不應由同一人擔任。主席與行政總裁間之職責分工應清楚界定及以書面列明。

### THE DIRECTORS (continued)

In accordance with the Article 87(1) of the Company's Articles and Association, at each annual general meeting, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one third, are required to retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation will be those who have been longest in office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with the Article 86(3), new Directors appointed by the Board during the year are required to retire and submit themselves for re-election at the first annual general meeting immediately following their appointments.

Currently, all Directors are appointed for a specific term of three years and subject to retirement by rotation, and barring unforeseen resignation or retirement during a year, each such Director is effectively appointed for a term of three years.

The Company has received from each independent non-executive Director a written annual confirmation of their independence and is satisfied with their independence in accordance with the Listing Rules.

The Company has not yet adopted code provision A.2.1 of the CG Code pursuant to which the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same person. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

### 董事 (續)

本公司目前並無高級職員獲授行政總裁職銜。本公司主席兼總經理劉洪亮先生現負責本集團之策略規劃、整體企業發展政策制定及業務營運以及主席之職務。基於本集團之業務性質及範疇，本集團認為劉先生不但具備精細化工業務之豐富知識及經驗，並有能力推動本集團持續發展，故為最合適的行政總裁人選。此外，自本集團成立至今，彼一直為本集團之創辦人、主席兼控股股東。儘管如此，董事會將不時檢討現行架構，並於適當時候及倘本集團能自內部或向外物色到具備適當領導才能、知識、技能及經驗之人選，本公司或會作出所需安排。

### 董事會職責

董事會按各業務部門的既定目標及財政預算定期檢討其表現，並行使各種專有權力，其中包括：

- 制訂長遠策略；
- 批准每年的財政預算；
- 批准刊發公佈，包括中期及年度財務報表；
- 制訂股息政策；
- 批准重大借貸及資金政策；及
- 進行重大收購、出售、成立合資企業及進行資本交易。

董事負責編製本公司各財政年度的財務賬目，並確保該等賬目真實公平地反映本集團於期內的財務狀況、業績及現金流量，亦負責確保妥為存置本公司會計紀錄以披露本集團的財務狀況。

董事會授權管理層在本集團總經理監督下，履行日常營運職責。

### THE DIRECTORS (continued)

The Company does not presently have any officer with the title of CEO. At present, Mr. Liu Hongliang, being the Chairman and general manager of the Company, is responsible for the strategic planning, formulation of overall corporate development policy and running the business of the Group as well as the duties of Chairman. Due to the nature and extent of the Group's operations, the Group considers that Mr. Liu is the most appropriate chief executive because he possesses in-depth knowledge and experience in fine chemical business and is able to ensure the sustainable development of the Group. Besides, he is the founder, the chairman and the controlling shareholder of the Group since its establishment and till now. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make the necessary arrangements.

### RESPONSIBILITIES OF THE BOARD

The Board reviews the performance of the operating divisions against their agreed targets and budgets on a regular basis and also exercises a number of reserved powers, including:

- formulating long-term strategy;
- approving annual budget;
- approving public announcements including the interim and annual financial statements;
- setting dividend policy;
- approving material borrowings and treasury policy; and
- committing to major acquisitions, disposal, formation of joint ventures and capital transactions.

The Directors are responsible for the preparation of the financial accounts of the Company for each financial year and ensuring that these accounts give a true and fair view of the state of affairs of the Group, its results and cash flows for that period. The Directors are also responsible for ensuring that proper accounting records of the Company which disclose the financial position of the Group are kept at all times.

The Board has delegated the day-to-day operation responsibility to the management under the supervision of the general manager.

## 董事會議

為了達至全體董事能盡量出席會議，定期董事會會議的日期會預先計劃。公司秘書協助主席擬訂董事會會議議程，而每位董事均獲邀提出任何擬在會議中討論和提呈的事項。

守則條文A.1.3條規定召開定期董事會會議應發出至少14日通知，而召開所有其他董事會會議應於合理時間內發出通告。於本年度，董事同意就其中一次定期董事會會議發出較短的通知。

董事會會議文件在會議舉行前不少於三天送予所有董事傳閱，以確保彼等可及時地獲得一切有關會議議程之資料。董事在有需要時可尋求獨立專業意見。會議紀錄之初稿及最終定稿亦發送予所有董事供彼等提供意見。

所有董事會及委員會會議記錄均由公司秘書紀錄及保存。記錄初稿一般於各會議後一般合理時間內發送董事以供表達意見。各董事會成員均可查閱董事會文件。

於二零零六年，本公司共召開了3次定期董事會會議，故並未完全遵守常規守則條文A.1.1條之規定。董事會將在來年改善有關會議安排，以符合有關守則條文之規定。各董事出席會議的情況如下：

董事會成員 Member of the Board		出席董事會議次數 Number of Board meetings attended	出席率 Attendance rate
<b>執行董事</b> <i>Executive Directors</i>			
劉洪亮先生 (主席)	Mr. Liu Hongliang (Chairman)	3/3	100%
王子江先生	Mr. Wang Zijiang	3/3	100%
郭希田先生	Mr. Guo Xitian	2/3	67%
郭玉成先生	Mr. Guo Yucheng	2/3	67%
<b>獨立非執行董事</b> <i>Independent Non-Executive Directors</i>			
翟軍先生 (於二零零七年三月一日辭任)	Mr. Chak Kwan (resigned on 1 March 2007)	2/3	67%
高寶玉先生	Mr. Gao Baoyu	2/3	67%
劉晨光先生	Mr. Liu Chenguang	2/3	67%

## BOARD MEETINGS

Regular Board meetings are scheduled in advance to facilitate fullest possible attendance. The Company Secretary assists the Chairman in setting the agenda of Board meetings and each Director is invited to present any businesses that he wishes to discuss or propose at such meetings.

Code provision A.1.3 stipulates that notice of at least 14 days should be given of a regular board meeting and reasonable notice should be given for all other board meetings. During the year, the Directors consented to a shorter notice on one of the regular Board meetings.

Board papers are circulated to all Directors not less than three days before the Board meetings to ensure timely access to relevant information. Directors may choose to take independent professional advice if necessary. Draft and final versions of minutes are circulated to all Directors for comments.

The Company Secretary takes and keeps minutes of all Board and Committees meetings. Draft minutes are normally circulated to the Directors for comments within a reasonable time after each meeting. Each Board member is entitled to have access to the Board papers.

The Company held a total of three regular Board meetings in 2006, which did not fully comply with code provision A.1.1 of the Code. The Board will improve the relevant meeting arrangements to comply with the relevant code provision of the Code in coming years. Individual attendance of each Director at the meetings is set out below:

### 董事會委員會

董事會已設立三個委員會，即安全及環保委員會、審核委員會及薪酬委員會，以監察本公司有關方面之事務。本公司所有董事會委員會均有明確的書面職權範圍，清晰訂明其權力及職能。董事委員會旗下的委員會的職權範圍已刊登在本公司網站，並於股東要求時可供查閱。

### 安全及環保委員會

為增強安全生產有效性，董事會成立了安全及環保委員會。安全及環保委員會由三名人員組成，包括執行董事兼委員會主席郭玉成先生、獨立非執行董事高寶玉先生及集團總工程師傅安旭先生。委員會受命於董事會，主要執行以下工作：

- 制定本集團所有安全及環保生產計劃及規章制度，供董事會審批；
- 考核及監督各附屬公司之生產運作情況，確保符合本集團之安全及環保規章制度；
- 確保本集團作為一間安全生產企業，其生產運作符合所有中國政府相關部門頒布之安全生產法規及規則；
- 處理所有關於本集團的安全及環保生產投訴。

### 審核委員會

審核委員會由三位獨立非執行董事組成，分別為高寶玉先生、劉晨光先生及梁錦雲先生。梁先生為審核委員會主席，其擁有上市規則規定之認可專業會計資格。

### BOARD COMMITTEES

The Board has established three committees, namely the Safety and Environment Protection Committee, Audit Committee and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board Committees of the Company are established with defined written terms of reference which deal clearly with their authority and duties. The term of reference of the Board Committees are posted on the Company's website and are available to shareholders upon request.

### SAFETY AND ENVIRONMENTAL PROTECTION COMMITTEE

The Board has established the Safety and Environmental Protection Committee to enhance the security of production effectiveness. The Safety and Environmental Protection Committee comprised three members, namely Mr. Guo Yucheng, an executive Director and the Chairman of the Committee, Mr. Gao Baoyu, an independent non-executive Director and Mr. Fu Anxu, a chief engineer of the Group. The Committee is delegated by the Board to perform mainly the following duties:

- formulate the Group's overall safety and environmental protection production plans and regulations for the approval by the Board;
- examine and supervise the production operations at the subsidiary level to ensure they are followed to the Group's safety and environmental protection regulations;
- ensure that the production of the Group has been complied with all rules and regulations as a safety production enterprise promulgated by the relevant PRC government authorities;
- handle all complaints regarding safety and environmental production aspect of the Group.

### AUDIT COMMITTEE

The Audit Committee comprises the three independent non-executive Directors, namely, Mr. Gao Baoyu, Mr. Liu Chenguang and Mr. Leung Kam Wan. Mr. Leung is the Chairman of the Audit Committee and he possesses recognised professional qualifications in accounting required by the Listing Rules.

### 審核委員會 (續)

審核委員會的主要職責包括：

- 審閱本集團的財務資料、監管本集團之財務報告系統及內部控制流程；
- 與董事會討論內部監控系統，確保董事會已履行職責建立有效的內部監控系統；
- 就委任、重新委任及罷免外聘核數師向董事會提供意見，以及批准外聘核數師的酬金及聘用條款；
- 評估關連交易之公平及合理性，及交易對本集團盈利能力之影響；
- 審閱外聘核數師給予管理層的函件及管理層回應。

自上市以來，審核委員會於二零零六年召開一次會議，全體成員均已出席並處理下列事宜：

- 審閱管理層財務報告；
- 審閱本集團關連交易；及
- 審閱及與董事會討論內部監控系統。

全體董事會成員及本公司財務總監亦有出席會議。

### 核數師酬金

本公司外聘核數師就審計及非審計服務收取本集團約人民幣3,100,000元。

### AUDIT COMMITTEE (continued)

The main duties of the Audit Committee include:

- reviewing the Group's financial information, overseeing the Group's financial reporting systems and internal control procedures;
- discussing with the Board the system of internal control and ensure that the Board has discharged its duty to have an effective internal control system;
- making recommendation to the Board on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- evaluating the fairness and reasonableness of any connected transactions and the impact of such transactions on the profitability of the Group;
- reviewing the external auditors' management letter and management's response.

The Audit Committee held one meeting with full attendance in 2006 since the listing and had attended to the following matters:

- review the management financial statements;
- review the connected transactions of the Group; and
- review and discuss with the Board in respect of internal controls system.

Full members of the Board and the Financial Controller of the Company also attended this meeting.

### AUDITORS' REMUNERATION

The external auditors of the Company received approximately RMB3.1 million for audit and non-audit services provided to the Group.

### 核數師酬金 (續)

於回顧年度內，本公司支付予外聘核數師的酬金如下：

審計服務  
非審計服務

### AUDITORS' REMUNERATION (continued)

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

人民幣千元  
RMB'000

Audit services 2,874  
Non-audit services 200

### 薪酬委員會

薪酬委員會的主席為執行董事劉洪亮先生，其他三名成員為梁錦雲先生、高寶玉先生及劉晨光先生，全部均為獨立非執行董事。

### REMUNERATION COMMITTEE

The Remuneration Committee is chaired by Mr. Liu Hongliang, a executive Director with Mr. Leung Kam Wan, Mr. Gao Baoyu and Mr. Liu Chenguang as the three other members, all being independent non-executive Directors.

薪酬委員會的主要職責包括：

The primary role of the Remuneration Committee include:

- 審閱每位執行董事及高級管理層成員薪酬的條款，並就其任何調整向董事會提交推薦意見；
  - 審閱及評估個別執行董事的表現，以釐定應付予彼等的花紅（如有）的總額；及
  - 就董事及本公司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擬定此等薪酬政策，向董事會提出建議。
- reviewing the terms of the remuneration package of each executive Director and member of senior management and making recommendations to the Board regarding any adjustment thereof;
  - reviewing and evaluating the performance of individual executive Directors for determining the amount of bonus (if any) payable to them; and
  - making recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

董事一概不得參與任何有關其本身薪酬之討論。

No Director shall participate in any discussion about his own remuneration.

截至二零零六年十二月三十一日止年度付予每名董事的薪酬載於賬目附註9。

The emoluments paid to each Director for the year ended 31 December 2006 are set out in note 9 to the accounts.

自上市以來，現有董事之薪酬福利並無任何變動，因此，薪酬委員會於二零零六年並無舉行任何會議。

Since the Listing, there has not been any change to the remuneration packages granted to the existing Directors and therefore the Remuneration Committee did not hold any meeting in 2006.

薪酬委員會每年最少舉行一次會議，也會因應委員會要求加開會議。

The Remuneration Committee will meet at least once a year. Additional meetings should be held if the Committee shall so request.

### 董事提名

由於新董事的委任是由董事會全體成員參議，因此本公司並無成立提名委員會。在提名新董事時，董事會會考慮彼等之專業知識、經驗、誠信及承擔等各方面的資歷。

自上市以來，一名新獨立非執行董事獲提名委任，並有一名獨立非執行董事辭任。

### 內部監控

董事會須全面負責本公司內部控制系統，並通過審核委員會的檢討評估其成效。董事會在維持本集團健全和有效的內部監控系統以保障本集團資產及股東投資方面擔當重要角色。主席及財務總監聯同審核委員會定期檢討本集團之財務及營運事務，以確保妥善實施合規控制及風險管理措施及程序。

本集團實行內部監控系統，如清晰界定職責範圍、資本性開支及投資系統及衡量表現之庫務、預算及監察系統等。此外，董事會不斷檢討本集團財務及營運程序，以確保行之有效。全體執行董事均直接監控業務活動，並每月檢討財務業績營運。即時針對突發情況按需要舉行管理層會議。回顧年內，全體董事已回顧本集團之主要運作及確定管理層之關注範疇，並與審核委員會進行建設性溝通，以及審閱內部監控程序之有效性。

截至本年報公佈日，董事會外聘一名顧問為本集團進行營運系統審查。待該審查報告完成後，本集團將會根據報告的建議作出相應的調整，藉此平衡及減少公司運作風險及不妥善的地方。

### NOMINATION OF DIRECTORS

Since the full Board is involved in the appointment of new Directors, the Company has not established a Nomination Committee. The Board will take into consideration criteria such as expertise, experience, integrity and commitment when considering new director appointments.

Since the Listing, one new independent non-executive Director has been nominated for appointment and one independent non-executive Director has resigned.

### INTERNAL CONTROL

The Board has overall responsibilities for the Group's system of internal control and evaluation of its effectiveness through the review by the Audit Committee. The Board plays a key role in maintaining a sound and effective internal control system of the Group to safeguard the Group's assets and the shareholders' investment. The Chairman and the Financial Controller, in joint effort with the Audit Committee, regularly review the Group's operations at financial and operational levels, ensuring that compliance controls and risk management measures and procedures are properly implemented.

The Group has implemented control systems like clearly defined lines of responsibilities, capital expenditure and investment system, treasury, budgeting and monitoring systems for performance measurement etc. Besides, the Board takes a constant review of the Group's financial and operational procedures to ensure its effectiveness. All executive Directors monitor the business activities directly and review monthly financial results operations. Management meetings are held as and when required to address irregularities immediately. During the year under review, the full Board has reviewed the key operations of the Group, identified areas of concern and held constructive communications with the Audit Committee, and reviewed the effectiveness of the internal controls procedures.

Up to the date of publication of the annual report, the Board appointed an external consultant to conduct a review of the effectiveness of the operating system of the Group. Upon completion of the review report, the Group shall make improvement according to the recommendations of the report in order to optimize and minimize operational risks and areas of irregularities.



### 董事的證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為其本身監管董事進行證券交易之守則。經本公司作出具體查詢後,全體董事確認,彼等於截至二零零六年十二月三十一日止財政年度一直遵守標準守則所載之一切規定。

### 股東權利

根據本公司組織章程細則,持有附有權利在本公司股東大會上投票的本公司已繳股本不少於十分之一的任何一名或以上股東,有權隨時以書面要求董事會召開股東特別大會以處理上述要求所指明的事宜。

根據本公司組織章程細則第66條,於任何股東大會上,任何提呈大會表決之決議案均須以舉手方式表決,除非在宣佈以舉手方式表決之結果時或之前或於撤銷任何其他以投票方式表決之要求時,下列人士要求進行投票表決:

- (i) 大會主席;或
- (ii) 最少三名親自(或若股東為公司,則其正式法定代表)出席或委任代表出席並於當時有權於會上投票之股東;或
- (iii) 任何親自出席(或若股東為公司,則其正式法定代表)或委任代表出席之一名或多名股東,彼等須代表全體有權於會上投票之股東不少於總投票權十分之一;或
- (iv) 親自出席(或若股東為公司,則其正式授權代表)或委任代表出席並持有獲賦予於會上投票權利之本公司股份,而該等股份之實繳股款總額不少於全部賦予該項權利之股份實繳股款總額十分之一之股東;或
- (v) 倘指定證券交易所之規則規定,任何單獨或共同持有佔有關會議上總投票權百分之五(5%)或以上之委任代表人的一名或多名董事要求以投票方式表決。

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code governing securities transactions of the Directors. After specific enquiry by the Company, all the Directors have confirmed that they have complied with all requirements as set out in the Model Code for the financial year ended 31 December 2006.

### SHAREHOLDERS' RIGHTS

Under the Company's articles of association, any one or more shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Pursuant to Article 66 of the Company's Articles of Association, 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 or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or in the case of a member being a corporation by its duly authorised 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; or
- (v) if required by the rules of the designated stock exchange, by any Director or Director who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting if required by the rules of the designated stock exchange.

### 股東權利 (續)

表決由本集團之股份過戶處主持，其結果於本集團網站公佈。財務及其他資料可於本集團網站查閱，並定期更新。

股東可將要求董事會關注的問題寄往本公司的香港主要營業地點公司秘書收。

### 與股東及投資者溝通

董事會深明與股東及投資者保持清晰、及時和有效之溝通之重要性。為推行有效溝通，本公司會應股東、分析員及有關人士要求向其寄發載有本公司業務詳細資料之中期報告及年報。本公司並設有公司網站，提供全面資訊、本公司業務發展及營運的最新動向、財務資料、企業管治常規及本集團其他資料。

本公司極為重視其股東週年大會，視其為與股東面對面溝通之重要渠道。本公司上市後首屆股東週年大會將於二零零七年五月十八日舉行。董事及本集團主要行政人員將向股東解答及說明有關本集團業務策略及財務業績之事宜。

本公司相信有效溝通對加強投資者認識及了解本公司業務表現及策略攸關重要。為了協助投資者公平兼及時取得合理所需資料，以作出最佳投資決定，本公司將繼續推動投資者關係及溝通。

承董事會命  
主席  
劉洪亮

香港，二零零七年四月十三日

### SHAREHOLDERS' RIGHTS (continued)

The poll is conducted by the Company's share registrar and the results of the poll will be published on the Group's website. Financial and other information is made available on the Group's website and update regularly.

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal place of business in Hong Kong.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Board recognises the importance of maintaining clear, timely and effective communication with the shareholders and investors. To promote effective communication, extensive information about the Company business is provided in its interim and annual reports, which are generally sent to shareholders, analysts and other interested parties if they have so requested. The Company also maintains a corporate website, at which, comprehensive information, updates on the Company's business developments and operations, financial information, corporate governance practices and other information of the Group are provided.

The Company apprices its annual general meeting as an important channel for having face-to-face dialogue with shareholders. The first annual general meeting of the Company after the Listing will be held on 18 May 2007. There, the Directors and key executives of the Group will answer and explain to shareholders issues relating to the Group's business strategies and financial results.

The Company believes that effective communication is essential for enhancing investors' knowledge and understanding of the Company's business performance and strategies. The Company will continuously promote investor relations and communications in order to enable investors to have access, on a fair and timely basis, to information that is reasonably required for making the best investment decisions.

By order of the Board  
**Liu Hongliang**  
Chairman

Hong Kong, 13 April, 2007