

Corporate Governance Report

企業管治報告

The board of directors of EcoGreen Fine Chemicals Group Ltd. (the “Group”) (the “Board”) acknowledges the importance of and benefit from good corporate governance practices and is committed to improving the corporate governance practices in order to enhance better transparency and to ensure that business activities and decision making processes are regulated in a proper manner to safeguard the interests of shareholders.

The Company’s corporate governance practice 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 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). In the year under review, the Company has complied with most of the Code Provisions save for the deviations from the Code Provisions A.2.1, A.4.2 and E.2.1. The following summarises the Company’s corporate governance practices and explains deviations, if any, from the CG Code.

The Board Responsibilities

The Board is accountable to the shareholders for leading the Company in a responsible and effective manner. The Board provides leadership and formulates strategic policies and plans of the Group with a view to enhance shareholder interests while the day-to-day operations of the Company are delegated to the management.

The Board reserves for its decisions all major matters of the Company, including: objectives and overall strategies of the Company; annual budgets and financial matters; equity related transactions such as issue of shares/options and repurchase of shares; dividend; raising of capital loan; determination of major business strategy; merger and acquisition; major investment; annual financial budget in turnover, profitability and capital expenditure; review and approval of financial performance and announcement; and matters as required by laws and ordinance.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulation are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company’s expense, upon making request to the Board.

The Directors are continually updated with the regulatory requirements, business activities and development of the Company to facilitate the discharge of their responsibilities. Through regular Board meetings, all Directors are kept abreast of the conduct, business activities and development of the Company.

中怡精細化工集團有限公司(「本公司」)本公司董事會(「董事會」)深明良好企業管治常規的重要性及好處，並承諾改善企業管治常規，以增加透明度及確保本公司的業務活動及決策過程受到適當之規管以保障股東利益。

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14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。於回顧年內，本公司已遵守大部分守則條文，惟偏離有關守則條文A.2.1、A.4.2及E.2.1者除外。下文概述本公司企業管治常規及闡釋偏離守則條文之情況(如有)。

董事會職責

董事會須向股東負責，並以負責任及有成效的方式領導本公司。董事會並負責領導及制定本集團策略性政策及計劃以提高股東利益為宗旨，而本公司日常運作乃管理層負責。

董事會負責本公司所有重要事項之決策，包括制定本公司之業務目標及整體策略；年度預算及財務事宜；股本相關交易，如發行股份／購股權及購回股份；股息；籌集資金貸款；釐定主要業務策略；合併及收購；主要投資；營業額、盈利及資本開支之年度財務預算；檢討及批准財務表現及公佈；以及法例及條例規定之其他事項。

全體董事可全面及適時取得所有相關資料，以及公司秘書提供的意見及服務，確保董事會程序及所有適用的條例及規例已妥為遵守。

各董事一般可在適當情況下，徵得董事會同意後尋求獨立專業意見，有關費用由本公司承擔。

本公司經常向董事提供有關監管規定與本公司業務活動及發展之最新資料，以助彼等履行職責。透過定期參加董事會議，各董事可密切跟進本公司之舉動、業務活動及發展。



Corporate Governance Report

企業管治報告

The Board *(continued)*

Responsibilities *(continued)*

The management has the obligation to supply the Board and the various Committees with adequate information in a timely manner to enable the members to make informed decisions. Each Director has separate and independent access to the Company's senior management to acquire more information than is volunteered by management and to make further enquiries if necessary.

The functions delegated to management are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

Composition

The Board currently comprises a total of nine members including five Executive Directors, one Non-executive Director ("the NED") and three Independent Non-executive Directors ("the INED"). The Board's composition covers a balance of expertise, skills and industry experience so as to bring in valuable contributions and advices for the development of the Group's business. The NED and INED together have substantial experience in fields of auditing, legal matters, business, accounting, corporate internal control and regulatory affairs. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all NED and INED make various contributions to the effective direction of the Group.

The Company has received written annual confirmation from each INED of his independence pursuant to the requirements of the Listing Rules. The Company considers all INED to be independent in accordance with the independence guidelines set out in the Listing Rules.

董事會 *(續)*

職責 *(續)*

管理層有責任於商當時候向董事會及各委員會提供充足資料，以便成員在知情之情況下作出決定。董事亦可自行及獨自向本公司之管理高層，索取管理層所主動提供以外資料，並在有需要時作出進一步查詢。

本公司會定期檢討委派管理層履行之職能。管理層在訂立任何重大交易前必須事先取得董事會批准。

組成

董事會現時由九名成員組成，包括五名執行董事、一名非執行董事及三名獨立非執行董事。董事會之組成具備恰當專業知識、技巧及行業經驗，故可為本集團業務發展提供寶貴貢獻及意見。各非執行董事於審計、法律事宜、業務、會計、企業內部監控及監管事宜方面具有豐富經驗。透過積極參與董事會會議，領導涉及潛在利益衝突及處理各董事委員會事務，全體非執行董事對本集團之有效領導作出不同貢獻。

本公司已接獲各獨立非執行董事根據上市規則規定就其獨立身分作出之年度確認書。根據上市規則所載獨立身分指引，本公司認為，全體獨立非執行董事均為獨立人士。

The Board (continued)**Board meetings**

The Board meets regularly throughout the year to discuss the overall strategy as well as the operation and financial performance of the Group. A total of 4 board meetings were held during the year. The individual attendance record of each Director at the meetings of the Board, the Remuneration Committee and the Audit Committee during the year ended 31 December 2006 is set out below:

董事會 (續)**董事會會議**

董事會於年內定期會晤商討本集團整體策略、營運及財務表現。年內合共舉行四次董事會會議。截至二零零六年十二月三十一日止年度，各董事於董事會會議、薪酬委員會會議及審核委員會會議之出席記錄如下：

Name of Director 董事姓名	Note 附註	Attendance/Number of meetings 出席／舉行會議次數		
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
EXECUTIVE DIRECTORS 執行董事				
Mr. Yang Yirong (Chairman) 楊毅融先生 (主席)		4/4	N/A 不適用	N/A 不適用
Mr. Gong Xionghui 龔雄輝先生		4/4	N/A 不適用	N/A 不適用
Ms. Lu Jiahua 盧家華女士		4/4	N/A 不適用	N/A 不適用
Mr. Lin Like 林力克先生		1/4	N/A 不適用	N/A 不適用
Mr. Han Huan Guang 韓歡光先生	(i)	4/4	1/1	N/A 不適用
NED 非執行董事				
Mr. Feng Tao (Vice Chairman) 馮濤先生 (副主席)		0/4	N/A 不適用	N/A 不適用
INED 獨立非執行董事				
Mr. Yau Fook Chuen (iv) (v) 丘福全先生	(ii) (iii)	4/4	1/1	3/3
Mr. Wong Yik Chung, John (v) (vi) 黃翼忠先生	(iii) (iv)	4/4	1/1	3/3
Mr. Zheng Lansun (v) (vi) 鄭蘭蓀先生	(iii) (iv)	1/4	0/1	0/3

Notes:

- (i) Chairman of the Remuneration Committee.
- (ii) Chairman of the Audit Committee.
- (iii) Member of the Remuneration Committee.
- (iv) Member of the Audit Committee.

附註:

- (i) 薪酬委員會主席。
- (ii) 審核委員會主席。
- (iii) 薪酬委員會成員。
- (iv) 審核委員會成員。

Notices of regular board meetings are served to all Directors at least 14 days before the meetings while reasonable notice is generally given for other Board meetings. Agenda and Board papers together with complete and reliable information are sent to all Directors at least 3 days before each Board meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decision. Minutes of all Board meetings and committee meetings are kept by the Company Secretary. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

定期舉行之董事會會議通告須於會議舉行前最少14日送交全體董事，而其他董事會會議亦通常有合理時間的通知。為讓董事知悉本公司之最新動向及財政狀況以及確保彼等可作出知情決定，議程及會議文件連同完整及可靠的資料均須於各董事會會議舉行前最少3日送交全體董事。公司秘書負責保存所有董事會會議及委員會會議之會議記錄。會議記錄初稿一般於各會議結束後的合理時間內交予董事傳閱，讓董事提供意見，會議記錄之最終定稿可供董事查閱。

Corporate Governance Report 企業管治報告

The Board (continued)

Board meetings (continued)

According to current Board practice, any material transaction which involves a conflict of interests for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened board meeting. The Company's Articles of Association also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Appointment, rotation and re-election of Directors

The Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession planning of Directors and assessing the independence of INED. The Board reviewed its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company. There were no meeting held for the nomination of Directors during the year.

In order to ensure full compliance with the code provision A.4.2 of the CG Code, special resolutions had been proposed to amend Articles 108(A) and 112 of the Articles of Association of the Company. The amendments were approved by shareholders of the Company at the AGM held on 25 May 2006.

In accordance with the CG Code and the Company's Articles of Association (after its amendment on 25 May 2006), all Directors are subject to retirement by rotation once every three years and being eligible, offer themselves for re-election.

Term of appointment of NED and INED

All NED and INED were appointed for an initial term of not more than one year and will be renewable automatically for successive term of one year until terminated by not less than three months' notice in writing served by either party or the other. All NED and INED are subject to retirement by rotation once every three years and are subject to re-election.

Indemnification

The Company has arranged appropriate insurance cover in respect of legal actions against its Directors and officers. The Board reviews the extent of this insurance annually.

Segregation of Rules of Chairman and Chief Executive Officer ("CEO")

The Company has not yet adopted A.2.1. Under the code provision A.2.1 of the CG Code, the roles of Chairman and CEO should be separate and would not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

董事會 (續)

董事會會議 (續)

根據現時董事會常規，任何涉及主要股東或董事利益衝突之重大交易將由董事會正式召開董事會會議予以考慮及處理。本公司之公司組織章程細則亦載有條文規定，董事在批准涉及或其連繫人士擁有重大權益之交易時，必須放棄投票及不得計入有關會議之法定人數內。

董事委任、輪值退任及重選

董事會之整體職責是檢討董事會組成、發展及制定提名及委任董事之有關程序、監督董事委任及連任計劃以及評估獨立非執行董事之獨立性。董事會定期檢討其本身的架構、人數及組成，確保具備適當及所需之專長、技能及經驗，以應付本公司業務發展所需。年內並無就董事之提名召開任何會議。

為確保全面遵守企業管治守則之守則條文A.4.2，本公司已提呈修訂本公司章程細則第108(A)及112條之特別決議案，而該修訂已由本公司股東於二零零六年五月二十五日舉行之股東週年大會上批准。

根據守則及本公司組織章程細則（於二零零六年五月二十五日經修訂），全體董事均須每三年輪流退任，惟符合資格膺選連任。

非執行董事及獨立非執行董事之委任年期

本公司全體非執行董事均按不超過一年之初步年期委任，並將於屆滿時自動續約一年，直至其中一名訂約方向另一方發出不少於三個月書面通知予以終止，所有非執行董事均須每三年輪流退任，並須經重選連任。

賠償

本公司已就其董事及高級人員可能會面對之法律行動作適當之投保安排，投保範圍乃按年檢討。

主席及行政總裁職能之劃分

本公司尚未採納第A.2.1條之規定。根據企業管治守則之守則條文A.2.1，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。

Segregation of Rules of Chairman and Chief Executive Officer (“CEO”) (continued)

The Company does not presently have any officer with the title CEO. At present, Mr. Yang Yirong, being the Chairman and the President 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. The Board considered that, due to the nature and extent of the Group’s operations, Mr. Yang is the most appropriate chief executive because he possesses in-depth knowledge and experience in fine chemicals 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 amendments.

Board Committees

The Board has established two committees, namely the Remuneration Committee and the Audit 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 chairmen of the committees will report the findings and recommendations of the committees to the Board after each meeting. The minutes of all meetings of the committees are circulated to the Board for information.

Remuneration Committee

Mr. Han Huan Guang is the chairman while all the three INED, namely, Mr. Yau Fook Chuen, Mr. Wong Yik Chung, John and Dr. Zheng Lansun are the members of the Remuneration Committee.

The primary responsibilities of the Remuneration Committee include establishing a formal and transparent procedures for developing policy on the remuneration of the Executive Directors and senior management, making recommendations to the Board on the Company’s policy and structure for the remuneration of Directors and senior management, ensuring the remuneration packages are sufficient to attract and retain the Directors to run the Company successfully, to avoid over-paying and ensure no Director or any of his associates will participate in deciding his own remuneration.

During the year under review, the Remuneration Committee met once to review and consider the remuneration policy and packages, including any discretionary management bonus of the Executive Directors and senior management by reference to market conditions, performance of the Group and the individual and corporate goals.

主席及行政總裁職能之劃分 (續)

本公司並無高級職員獲授行政總裁職銜。本公司主席兼總裁楊毅融先生現負責策略規劃、整體企業發展政策制定及本集團業務營運以及主席職責。董事會認為，基於本集團之業務性質及範疇，楊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，彼亦為本集團之創辦人、自成立至今之主席兼控股股東，惟董事會將不時檢討現行架構，並於合適時候及倘本集團自內部或外界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修訂。

董事委員會

董事會設有兩個委員會，分別為薪酬委員會及審核委員會，以監管本公司各類具體事務。本公司之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。

各委員會主席將於各會議完結後向董事會提交各委員會的結論及推薦意見。所有委員會會議記錄會交予董事會傳閱，以提供資訊。

薪酬委員會

韓歡光先生為薪酬委員會主席，而三名獨立非執行董事丘福全先生、黃翼忠先生及鄭蘭蓀博士均為薪酬委員會成員。

薪酬委員會主要職責包括制定正式及具透明度之程序，就執行董事及高級管理層之酬金制定政策；就本公司對執行董事及高級管理層酬金之政策及結構向董事會提供推薦意見；確保酬金組合足以吸引及留聘董事成功經營本公司；避免給予過多酬報以及確保並無董事或其任何聯繫人士參與釐定本身酬金的磋商。

於回顧年度，薪酬委員會曾舉行會議一次，經參考市況、本集團及個人表現以及企業目標後，檢討及考慮執行董事及高級管理層之酬金政策及組合，包括任何酌情管理花紅。

Corporate Governance Report 企業管治報告

Board Committees (continued)

Audit Committee

The Audit Committee comprises the three INED, namely, Mr. Yau Fook Chuen, Mr. Wong Yik Chung, John and Dr. Zheng Lansun. Mr. Yau is the chairman of the Audit Committee and he possesses recognised professional qualifications in accounting required by the Listing Rules.

The primary duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant or external auditors before submission to the Board;
- (b) To review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process by reference to the work performed by the external auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

During the year under review, the Audit Committee held three meetings with the senior management and the Company's external auditors to review the interim and annual financial statements, financial controls, internal controls and risk management systems and the re-appointment of the external auditors. The Audit Committee has also reviewed the Group's accounting principles and practices, listing rules and statutory compliance and financial reporting matters.

Model Code for Securities Transactions

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 as the Company's own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors and all the Directors have confirmed that they have complied with all the relevant requirements as set out in the Model Code throughout the year ended 31 December 2006.

Responsibilities in Respect of the Financial Statements

The management provides such explanation and information to the Board to facilitate an informed assessment of the financial and other information put before the Board for approval.

董事委員會 (續)

審核委員會

審核委員會由三名獨立非執行董事組成，分別為丘福全先生、黃翼忠先生及鄭蘭蓀博士。丘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。

審核委員會主要職責包括以下各項：

- (a) 向董事會提交財務報表及報告前，審閱財務報表及報告以及考慮任何由合資格會計師或外聘核數師提出的重大或不尋常項目；
- (b) 經參考外聘核數師之工作、委聘費用及條款後，檢討及監察與外聘核數師是否獨立客觀及核數程序是否有效，並就外聘核數師之委聘、續聘及罷免向董事會提供推薦意見；及
- (c) 檢討本公司財務申報系統、內部監控及風險管理制度與相關程序是否足夠及其成效。

於回顧年內，審核委員會曾與高級管理人員及本公司外聘核數師舉行三次會議，檢討中期及年度財務報表、財務監控、內部監控、風險管理制度及外聘核數師續聘等事宜。審核委員會亦完成檢討本集團之會計原則與常規、上市規則及其他法規之遵行，以及財務匯報事宜。

進行證券交易的標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」），作為本公司有關董事進行證券交易之操守守則。本公司已向全體董事作出具體查詢，而全體董事亦已確認，彼等於截至二零零六年十二月三十一日止年度一直遵守標準守則所載所有有關規定。

有關財務報表之責任

管理層提供一切解釋及資料，以便董事會在知情之情況下就其提呈予以通過之財務及其他資料加以評定。

Responsibilities in Respect of the Financial Statements *(continued)*

The Directors acknowledge their responsibility for preparing the financial statements which give a true and fair view and the Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other financial disclosures required under the Listing Rules and other regulatory requirements. Meanwhile, the Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern. The Board has prepared the financial statements on a going concern basis.

Internal Controls

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguards its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

The Board periodically conducts review of the effectiveness of the system of internal controls. The tasks include:

- (i) access and review selected aspects of the Group's activities and internal controls;
- (ii) conduct regular comprehensive reviews of the practices, procedures and internal controls of selected business and supporting units and subsidiaries;
- (iii) examine and investigate business ethics, conflicts of interest and other company policy violations; and
- (iv) report results of review to the senior management and make recommendation where appropriate.

The Directors, through the audit committee of the Company ("Audit Committee") and the engagement of an independent accounting firm, 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.

有關財務報表之責任 (續)

董事知悉其須編製真實公平的財務報表之責任，而董事會則須負責對年報及中期報告、股價敏感資料公佈以及根據上市規則及其他監管規定須予披露的其他財務資料提呈平衡、清晰及易於理解的評審。同時亦須負責確保採納恰當之會計政策及貫徹採用，且所作判斷及估計乃審慎合理。董事會並不知悉任何可能會嚴重影響本集團繼續長遠經營之能力的重大不明朗事件或情況。因此，董事會在基於本集團長遠經營之假設下編製財務報表。

內部監控

董事會須在整體上負責保持本集團之內部監控制度有效妥善，當中包括設有一個權限分明之清晰管理架構、保障集團資產不會遭挪用或竊取、確保會計紀錄妥為存置以提供可靠財務資料作內部或公佈之用，並且確保有關法例及規則一一遵循。該制度旨在合理（但非絕對）保證不會出現嚴重失誤，並管控本集團之營運系統以及本集團爭取達成業務目標過程中之失誤風險。

董事會定期檢討內部監控制度之有效性，範圍包括：

- (i) 對本集團業務及內部監控選定之範疇進行評估及檢討；
- (ii) 定期對選定之業務、支援單位及附屬公司之常規、程序及內部監控進行全面檢討；
- (iii) 對業務操守、利益衝突及其他公司政策之違反進行審查及調查；及
- (iv) 向高級管理層提交評審結果及提出建議（如適用）。

董事透過本公司之審核委員會（「審核委員會」）以及聘用一獨立會計師事務所，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。有關檢討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。

Corporate Governance Report 企業管治報告

External Auditors

During the year, PricewaterhouseCoopers, the external auditors of the Company received approximately RMB1.1 million for audit services provided to the Group. The external auditors did not provide any non-audit service to the Group during the year under review.

Communication with Shareholders and Investor Relations

Details of the rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are set out in the circulars despatched to shareholders which the notice of the general meeting forms part and will be explained during the proceedings of meetings.

In order to ensure full compliance with the code provision E.2.1 of the CG Code, special resolution had been proposed to amend Article 72 of the Company's Articles of Association. The amendments were approved by shareholders of the Company at the AGM held on 25 May 2006.

In accordance with the CG Code and the Company's Articles of Association (after its amendments on 25 May 2006), the Chairman of a meeting and/or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting shall demand a poll in certain circumstances where, on a show of hands, a meeting votes in opposite manner to that instructed in those proxies.

The Company continues to enhance communications and relationships with its investors. The annual general meeting enables the Company's shareholders to exchange views with the Board. The chairman of the Board and the chairman of Audit Committee and Remuneration Committee have attended at the annual general meeting to be available to answer the questions of the shareholders of the Company. Regular meetings are also held with media, institutional investors and research analysts to provide them the Group's latest business development and non-price sensitive information.

To promote effective communication, extensive information about the Company business is provided in its interim and annual reports, which are sent to shareholders, analysts and interested parties. The Company also maintains a corporate website on 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.

外聘核數師

年內，本公司核數師羅兵咸永道會計師事務所就審計服務收取本集團約1,100,000元人民幣。外聘核數師年內並無向本集團提供任何非審計服務。

與股東之溝通及投資者關係

股東權利及於股東大會就決議案要求按股數方式表決程序之詳情載於寄發予股東之通函內，股東大會通告亦為該通函一部分，有關詳情將於會議過程中闡釋。

為確保全面遵守企業管治守則之守則條文E.2.1，本公司已提呈修訂本公司章程細則第72條之特別決議案，而該修訂已由本公司股東於二零零六年五月二十五日舉行之股東週年大會上批核。

根據守則及公司組織章程細則（於二零零六年五月二十五日經修訂），個別或共同持有特定大會代表權之投票權總額5%或以上股份之大會主席及／或董事，須於進行舉手表決而表決結果與代表委任表格所指示相反方式表決之若干情況下，要求按股數投票表決。

本公司繼續改善與其投資者之溝通及關係。股東週年大會為讓本公司股東可與董事會交流意見之機會。董事會主席及審核委員會與薪酬委員會主席均有出席股東週年大會，以回應本公司股東的提問。本公司亦與傳媒、機構投資者及研究分析員定期舉行會議，向彼等提供本公司最新業務發展及非股價敏感資料。

為推行有效溝通，本公司向股東、分析員及有關人士寄發載有本集團業務詳細資料之中期報告及年報，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。