



Corporate Governance Report 企業管治報告書

INTRODUCTION

The Board of Directors of the Company (the "Board") is pleased to present the Corporate Governance Report of the Group for the year ended 31 December 2006.

COMMITMENT TO CORPORATE GOVERNANCE

The Company acknowledges the importance of good corporate governance practices and procedures and regards as preeminent board of directors, sound internal controls and accountability to all shareholders as the core elements of its corporate governance principles. The Group endeavours to ensure that its businesses are conducted in accordance with rules and regulations, and applicable codes and standards.

CORPORATE GOVERNANCE PRACTICES

The Group has complied with all principles as set out in the Code on Corporate Governance Practices in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited (the "Code"), which became applicable to the Group in respect of the year under review, and complied with the relevant code provisions in the Code throughout the year ended 31 December 2006, with the exception of one deviation from the Code Provision A.4.1 of the Code which stipulates that Non-executive Directors should be appointed for a specific term subject to re-election.

All of the Directors of the Company including the Independent Non-executive Directors are not appointed for a specific term but are subject to retirement and rotation and re-election at the Company's Annual General Meeting ("AGM") in accordance with the retirement provisions under the Articles of Association of the Company. The Company considers that sufficient measures have been taken in this regard to ensure that the Group's corporate governance practices are no less exacting than those in the Code.

序言

本公司董事會（「董事會」）欣然提呈本集團截至二零零六年十二月三十一日止年度之企業管治報告書。

企業管治承擔

本公司深明良好企業管治常規及程序之重要性，確信傑出的董事會、穩健之內部監控、向全體股東負責乃企業管治原則之核心要素。本集團竭力確保遵照規則及規例及適用守則及標準經營業務。

企業管治常規

本集團於截至二零零六年十二月三十一日止年度，遵守於回顧年度內適用本集團之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（「守則」）所列全部原則，除偏離守則第A.4.1條守則條文外，已遵守守則內有關條文，該條文規定，獨立非執行董事須獲委任特定任期並可膺選連任。

本公司全體董事包括獨立非執行董事均未獲委任特定任期，但須遵照本公司組織章程細則之退任條文於本公司之股東週年大會輪值退任及膺選連任。因此，本公司認為，已採取充分措施確保本集團的企業管治常規不較守則中所規定者寬鬆。



THE BOARD

Board Responsibilities and the Relationship between Board and Management

The Board has the responsibility for management of the Group, which includes formulating business strategies, and directing and supervising the Group's affairs, approving interim reports and annual reports, announcements and press releases of interim and final results, considering dividend policy, and approving the issue, allotment or disposal or grant of options in respect of unissued new shares or debentures of the Group.

The overall management of the Group's business is vested in the Board.

The Board takes responsibility to oversee all major matters of the Group, including the approval and formulation of all policy matters, overall strategies, internal control and risk management systems, and monitoring the performance of the senior management.

The Board's role is not to manage the business whose responsibility remains vested with management. The Board and management fully appreciate their respective roles and are supportive of the development of a healthy corporate governance culture.

The day-to-day management, administration and operation of the Group are delegated to the management. The Board gives clear directions to the management as to their powers of management, and circumstances under which the management should report back. 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 the Board procedures and all applicable rules and regulations are followed. Each Director is entitled to seek independent professional advice in appropriate circumstances in carrying out their functions and duties after making a request to the Board at the Group's expenses.

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董事會

董事會之職責及董事會與管理層之間的關係

董事會負責管理本集團，其中包括制訂業務策略、指導及監管本集團事務，審批中期報告及年報、中期與全年業績之公佈及新聞稿；商討股息政策，及審批發行、配發或出售或授出本集團未發行新股之購股權或債券。

董事會負責對本集團業務的整體管理。

董事會承擔監控本集團所有重要事項的責任，包括批准及制定所有政策事宜、整體策略、內部監控及風險管理系統，以及監察高級管理層的表現。

董事會的角色並非經營業務，經營業務乃管理層之責任。董事會及管理層充分理解其各自之職責，均支持建立健全之企業管治文化。

本集團的日常管理、行政及營運已授權本公司管理層負責。董事會就管理層的管理權力以及何種情況下須匯報董事會給予清晰指引。所有董事均可及時全面查閱所有相關資料以及獲本公司秘書提供意見及服務，以確保遵守董事會程序及所有相關規則及規例。各董事有權在適當的情況下，經向董事會作出請求後，尋求獨立專業意見以履行其功能及職責，費用由本集團支付。

Each Director is given contact details of the senior management and is accessible to them for obtaining information and making enquiries when required.

各董事均獲提供高級管理層之聯繫資料，及於需要時可接觸彼等以獲取資料及作出查詢。

Board Composition

The Board currently comprises ten directors including three Executive Directors, three Non-executive Directors and four Independent Non-executive Directors. There is a majority of non-executive directors on the Board, with a wide range of experience and calibre bringing valuable judgment on issues of strategy, performance and resources. The biographical details of the Directors are set out on pages 11 to 15 of this Annual Report, which demonstrates a diversity of skills, expertise, experience and qualifications.

During the year 2006, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules in appointment of a sufficient number of four Independent Non-executive Directors of whom Mr. Yiu Ying Wai ("Mr. Yiu") has appropriate professional qualifications, accounting and financial management expertise as set out on page 14 of this Annual Report.

The appointment of Independent Non-executive Directors adheres to the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules. The Group has received in writing confirmation of their independence from each of the Independent Non-executive Director and considers them to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgment. The Board considers that each of the Non-executive Director and Independent Non-executive Director brings his own relevant expertise to the Board.

The directors are aware that they shall give sufficient time and attention to the affairs of the Group.

董事會組成

董事會目前由十位董事（包括三位執行董事、三位非執行董事及四位獨立非執行董事）組成。非執行董事佔大多數，彼等擁有豐富之經驗及才能，能夠對策略、表現及資源等問題作出有價值之判斷。董事之個人資料載列於本年報第11頁至15頁，當中載列了各董事之多樣化技能、專業知識、經驗及資格。

於二零零六年度，董事會一直符合上市規則第3.10(1)條及3.10(2)條就任命足夠獨立非執行董事之數目（四位）之規定，其中姚瀛偉先生（「姚先生」）擁有合適之專業資格、會計及財務管理專業知識，載列於本年報第14頁。

任命獨立非執行董事乃遵守載列於上市規則第3.13條評估獨立性之指引。本集團已收到各位獨立非執行董事獨立性之書面確認書及認為彼等均為與管理層並無關係的獨立人士，其獨立判斷不會受到太大影響。董事會認為每位非執行董事及獨立非執行董事均向董事會貢獻其自身之相關專業技能。

董事知悉須付出足夠時間及精神以處理本集團事務。

Chairman and General Manager

The Chairman and the General Manager of the Group are Mr. Wu Yansheng and Mr. Wang Xiaodong respectively. The roles of the Chairman and the General Manager are segregated and assumed by two separate individuals to strike a balance of power and authority so that the job responsibilities are not concentrated on any one individual. The Chairman of the Board is responsible for the leadership, Group strategic and Board issues, while the General Manager has the overall general management responsibilities for Group operations and development in general.

主席及總經理

本集團主席及總經理職位分別由吳燕生先生與王曉東先生擔任。主席及總經理之職位互相分開，由不同個人擔任，以達致權力與授權之均衡，以便工作責任不集中於任何一個人。董事會主席負責領導事宜、本集團之策略方向及董事會事務，總經理則對本集團之經營及發展負有整體全面管理之責任。

Appointment, re-election and removal of Directors

The Group does not have a Nomination Committee. There are formal, considered and transparent procedures for the appointment and removal of Directors. The Board as a whole is responsible for the procedure of agreeing to the appointment of its members and for nominating appropriate person for election by shareholders at the AGM, either to fill a causal vacancy or as an addition to the existing Directors. In the nomination process, the Board of Directors make reference to criteria including accomplishment and experience in the industry, professional and educational background and commitment in respect of available time and relevant interest.

委任、重選及罷免董事

本集團並無設立提名委員會。本公司就董事之委任及罷免訂有正式、經審慎考慮及具透明度之程序。董事會全員負責核准委任新董事及在股東大會上提名合適人選應選，以填補董事空缺或增添董事名額。提名過程中，董事會的參考準則包括有關行業的成就及經驗、專業及教育背景以及其投入的程度，包括能夠付出的時間及對相關事務的關注等。

The process for re-election of a director is in accordance with the Group's Articles of Association, which require that, other than those Directors appointed during the year, one-third of the Directors for the time being are required to retire by rotation at each AGM and are eligible to stand for re-election. For those Directors appointed by the Board during the year, they shall hold office until the next following AGM and shall then be eligible for re-election. The annual report and the circular for AGM contain detailed information on election of Directors including detailed biography of all Directors standing for re-election to ensure shareholders to make an informed decision on their election.

重選董事乃按照本集團組織章程細則的規定辦理，除在年度內獲委任的董事外，三分之一之現任董事須於每年股東週年大會上輪值告退，且有資格膺選連任。年內獲董事會委任之董事須留任至隨後之股東週年大會結束，並有資格於屆時膺選連任。年報及股東大會的通函上載有擬膺選連任之董事的詳細資料及個人履歷，以便股東對其選舉作出知情決定。

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Board Meetings

The Board conducts meetings on a regular basis and on ad-hoc basis, as required by business needs. During the year, the current Board formed on 14 February 2006 held a total of six meetings and at least once quarterly. The composition of the Board and attendance of the Directors are set out below:

董事會會議

董事會按業務需要，舉行定期及臨時會議。年內，於二零零六年二月十四日組成之現董事會共舉行六次會議，至少每季度一次。董事會之組成及董事出席率載列如下：

	Attendance / Number of Meetings		出席 / 會議次數
Non-executive Directors			
非執行董事			
Mr. Wu Yansheng (<i>Chairman</i>)	1/6	吳燕生先生 (主席)	1/6
Mr. Liang Xiaohong (<i>Vice-chairman</i>)	1/6	梁小虹先生 (副主席)	1/6
Mr. Tang Guohong	3/6	唐國宏先生	3/6
Executive Directors			
執行董事			
Mr. Han Shuwang (<i>Vice-chairman</i>)	3/6	韓樹旺先生 (副主席)	3/6
Mr. Wang Xiaodong	6/6	王曉東先生	6/6
Mr. Li Guang	6/6	李光先生	6/6
Independent Non-executive Directors			
獨立非執行董事			
Mr. Yiu	5/6	姚先生	5/6
Mr. Wong Fai, Philip	5/6	黃琿先生	5/6
Mr. Zhu Shixiong	6/6	朱世雄先生	6/6
Mr. Moh Kwen Yung	6/6	毛關勇先生	6/6

Apart from the said meetings of the current Board, there was also a meeting of the former Board held on 14 February 2006 where all of the Directors, Mr. Rui Xiaowu, Mr. Wang Xiaodong, Mr. Zhou Xiaoyun, Mr. Han Jiang, Mr. Guo Xianpeng, Mr. Xu Jian Hua, Mr. Ma Yucheng, Mr. Yiu, Mr. Wong Fai, Philip, Mr. Zhu Shixiong and Mr. Moh Kwen Yung attended the meeting .

除上述現董事會召開之會議外，前董事會於二零零六年二月十四日，亦舉行一次會議，全體董事芮曉武先生、王曉東先生、周曉雲先生、韓江先生、郭先鵬先生、徐建華先生、馬玉成先生、姚瀛偉先生、黃琿先生、朱世雄先生及毛關勇先生皆出席該會議。

For a regular Board meeting, notice of at least fourteen days is given to all Directors of the Group, who are given an opportunity to include matters in the agenda for discussion, and an agenda and accompanying document for discussion are sent to all Directors of the Group at least three days before the intended date of a regular Board meeting. For all other Board meetings, reasonable notices should be given.

Minutes of Board meetings and meetings of Board Committees are kept by the secretary of the Group and are open for inspection at any reasonable notice by any Director of the Group. Further, minutes of the Board meetings and meetings of Board Committees recorded in sufficient detail the matters considered by the Board and the Board Committees 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 of the Group for their comment and records respectively, in both cases within a reasonable time after the Board meeting is held.

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 a Committee (except an appropriate Board Committee set up of that purpose pursuant to a resolution passed in a Board meeting) but a Board meeting shall be held, during which such Director must abstain from voting. Independent Non-executive Directors who, and whose associates, have no material interest in the transaction shall be present at such Board meeting.

Board Committees

The Board has established three committees, namely, the Remuneration Committee, Audit Committee and Development and Investment Committee, for overseeing particular aspects of the Group's affairs. All Board Committees of the Group are established with defined written terms of reference. The terms of reference of the Board Committees are posted on the Group's website and are available to shareholders upon request.

召開定期董事會會議須向本集團全體董事發出至少十四日通知，以便彼等有機會將彼等認為適合之討論事項納入會議議程。會議議程連同董事會文件會於每次董事會定期會議舉行當日前至少三天送交本集團全體董事。召開其他董事會會議亦需給予合理通知。

本集團之秘書負責保存董事會及董事委員會會議記錄，並於本集團董事合理通知情況下供查閱。另外，董事會及董事委員會會議記錄須足夠詳細記載董事會及董事委員會所考慮之事項及所達成之決議，包括董事所提出之任何疑問或所表達之反對意見。每次董事會會議後之會議記錄草稿及終稿會於董事會會議召開後合理時間內分發予本集團全體董事，以供彼等提供意見或存檔。

倘董事會認為一名主要股東或董事於某一事項中存在利益衝突，而董事會決定該事項為重大事項，則該事項不會以委員會方式處理（根據董事會會議通過之決議案就該事項成立之適當董事委員會除外），而會舉行一次董事會會議商討有關事項，該董事屆時於會議上必須放棄投票。本身及其聯繫人於有關交易中均無重大利益的獨立非執行董事將可出席該董事會會議。

董事委員會

董事會已成立三個委員會，即薪酬委員會、審核委員會、發展及投資委員會，以監察本集團事務之特定領域。本集團之各董事委員會均以書面界定職權範圍。董事委員會之職權範圍刊載於本集團網站及可於股東要求時提供查閱。

The Board Committees are provided with sufficient resources to discharge their duties, and upon reasonable request, are able to seek independent professional advices under appropriate circumstances at the Group's expenses.

董事委員會獲提供足夠資源，以履行其職務，並於提出合理要求後在適當情況下，尋求獨立專業意見，費用由本集團支付。

A) Remuneration Committee

The Remuneration Committee consists of one Non-executive Director and two Independent Non-executive Directors. The Remuneration Committee is responsible for making recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management and on the establishment of formal and transparent procedures for developing policies on such remuneration.

The main principles of the Group's remuneration policies are:

1. No Directors or any of his associates is involved in deciding his own remuneration;
2. Recommendations will be made to the Board at least one time per year of the specific remuneration packages of all Executive Directors and senior management, including benefits in kind, pension rights and compensation payments which include any compensation payable for loss or termination of their office or appointment, and the remuneration of Non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration; and
3. Review and recommend performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

A) 薪酬委員會

薪酬委員會由一名非執行董事及兩名獨立非執行董事組成。薪酬委員會主要負責就本集團董事及高級管理人員之薪酬政策及架構，及就制訂有關薪酬政策及架構建立正式及具透明度之程序，向董事會提供推薦建議。

本集團薪酬政策之主要原則為：

1. 概無董事或其聯繫人士參與釐定其本身之薪酬；
2. 每年應至少就董事及高級管理人員之具體薪酬福利(包括實物福利、退休金權利及補償付款(包括離職或終止委任之應付賠償)及非執行董事之薪酬向董事會提供建議一次。薪酬委員會應考慮多項因素，例如可資比較公司所支付之薪金、董事付出之時間及職責、本集團其他部門之聘用情況，以及應否推行以表現為本而釐定之薪酬。
3. 根據董事會不時通過之公司目標，檢討及推薦以表現為本之薪酬。



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The Remuneration Committee has reviewed and discussed the remuneration of the Directors and senior management. The Committee has also approved the remuneration and the discretionary bonuses of the Executive Directors by reference to their respective levels of responsibilities and performance, industry benchmarks, prevailing marketing conditions and the Group's financial performance. The Director's fees and any other reimbursement or emolument payable to the Directors during the year are disclosed in the Group's financial statements.

One committee meeting was convened for discussing the remuneration policy for the year ended 31 December 2006 and the attendances of each committee member at the meeting are set out as follows:

	Attendance / Number of Meetings
Non-Executive Director	
Mr. Wu Yansheng (<i>Chairman</i>)	1/1
Independent Non-Executive Directors	
Mr. Yiu	1/1
Mr. Wong Fai, Philip	1/1

B) Audit Committee

The Audit Committee consists of four Independent Non-executive Directors. The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for Effective Audit Committee" published by the Hong Kong Institute of Certified Public Accountants and in accordance with the Code.

薪酬委員會已檢討及商討董事及高級管理人員之薪金。委員會亦已根據彼等各自職責水平及表現、行業標準、現行市況及本集團之財務表現，批准董事及高級管理人員之薪金及酌情花紅。董事之袍金及任何其他於本年度應付董事之薪金於本集團之財務報表內披露。

已召開就商討截至二零零六年十二月三十一日止年度之薪酬政策之一次委員會會議及每位委員會成員之出席情況載列如下：

	出席／ 會議次數
非執行董事	
吳燕生先生 (主席)	1/1
獨立非執行董事	
姚先生	1/1
黃琿先生	1/1

B) 審核委員會

審核委員會由四位獨立非執行董事組成。審核委員會之權力與職責之書面職權範圍乃參照香港會計師公會頒布之「審核委員會有效運作指引」及守則而編制及採納。

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The Audit Committee is responsible for the appointment of external auditors, review of the Group's financial information and oversight of the Group's financial and accounting practices, internal control and risk management. It is also responsible for reviewing the interim and final results of the Group.

審核委員會乃負責任命外聘核數師、檢討本集團之財務資料及監察本集團之財務及會計行為、內部監控及風險管理。其亦負責審閱本集團之中期及末期業績。

The audited financial statements for the year ended 31 December 2006 have been reviewed by the Audit Committee.

審核委員會已審閱截至二零零六年十二月三十一日止年度之經審核財務報表。

Two committee meetings were convened during the year ended 31 December 2006 and the attendances of each committee member at these meetings are set out as follows:

於截至二零零六年十二月三十一日止年度內已召開兩次委員會會議及每位委員會成員之出席情況載列如下：

	Attendance / Number of Meetings		出席 / 會議次數
Independent Non-Executive Directors		獨立非執行董事	
Mr. Yiu	2/2	姚先生	2/2
Mr. Wong Fai, Philip	2/2	黃瑋先生	2/2
Mr. Zhu Shixiong	2/2	朱世雄先生	2/2
Mr. Moh Kwen Yung	2/2	毛關勇先生	2/2

The Audit Committee has reviewed the terms of engagement of the external auditors, the revised accounting standards, the 2006 interim financial report and the 2006 annual financial statements. The Audit Committee also reviewed the internal control systems, and met with the external auditors to discuss with them the nature and scope of the audit and reporting obligation prior to the commencement of the audit.

審核委員會已審閱外聘核數師合同之條款、經修訂會計準則、二零零六年中期財政報告及二零零六年年度財務報表。審核委員會亦已審閱內部監控系統、及於審核開始之前會見外聘核數師並與彼等談論審核及申報義務之本質及範圍。

C) Development and Investment Committee

The Development and Investment Committee consists of two Non-executive Directors, two Executive Directors and one Independent Non-executive Director. The Development and Investment Committee is responsible for the review of the effectiveness of the system of internal control covering all material controls, including financial and operational controls and risk management functions.

The Board has considered the better allocation of resources and has instructed the Audit Committee to discuss the effectiveness of the system of internal control of the Company. As such, the Group considers that sufficient review to ensure that the Group's internal control is in order has been taken and no Development and Investment Committee meeting was convened during the year ended 31 December 2006.

The composition of the Development and Investment Committee is set out in the corporate information on page 3 of this annual report.

C) 發展及投資委員會

發展及投資委員會包括兩位非執行董事、兩位執行董事及一位獨立非執行董事。發展及投資委員會負責審閱內部監控系統之效益，涵蓋所有主要監控，包括財政及運營監控與風險管理職能。

董事會已考慮更佳資源分配，並指示審核委員會討論本公司內部監控系統之效益。因此，本集團認為已作充份審閱，確保本集團內部監控有條不紊，故此，二零零六年十二月三十一日止年度內並無召開發展及投資委員會會議。

發展及投資委員會之組成載列於本年報第3頁之公司資料。

Internal Control

The Directors have the overall responsibility for internal control and setting appropriate policies. The Board, through the Audit Committee, has reviewed the effectiveness of the Group's system of internal control.

The Group's internal control system includes a well defined management structure with limits of authority which is designed for the achievement of business objectives, so as to safeguard assets against unauthorized use or disposition, to ensure proper maintenances of books and records for the provision of reliable financial information for internal use or publication, and to ensure compliance with relevant legislation and regulations.

內部監控

董事會整體負責內部監控及制定合適之政策。董事會通過審核委員會，已審閱本集團內部監控系統之效益。

本集團內部監控系統包括界定清晰且限定權力之管理結構，設計宗旨為完成商業目標，保障資產免受擅用或擅自處置，確保適當紀錄及存檔，為內部用途或公開發佈提供可靠之財務資料，並確保遵照相關法例法規。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

董事進行證券交易之標準守則

During the year ended 31 December 2006, the Group has adopted the Model Code for Securities Transactions by Directors of Listed issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code for dealing in securities of the Group by the Directors. Having made specific enquiry, all the Directors confirmed that they have complied with the Model Code throughout the year.

截至二零零六年十二月三十一日止年度內，本集團已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事買賣本集團證券之守則。全體董事於本公司作出具體查詢後，確認彼等年內一直遵守標準守則所載標準守則。

DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

董事就財務申報之責任

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements of the Group for the year ended 31 December 2006 have been prepared in accordance with Hong Kong Financial Reporting Standards and Hong Kong Accounting Standard and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and disclosure requirements of the Hong Kong Companies Ordinance.

董事確認彼等負責編制本集團之財務報表，及確保本集團截至二零零六年十二月三十一日止年度之財務報表已遵照香港會計師公會發出之香港財務報告準則及詮釋、香港公認會計原則及香港公司條例之披露規定編制。

The statement of external auditors of the Group, Deloitte Touche Tohmatsu, about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 39 to 41 of this annual report.

本集團之外聘核數師德勤•關黃陳方會計師行有關其對本集團之綜合財務報表之申報責任聲明載於本年報第39頁至第41頁之獨立核數師報告內。

AUDITOR'S REMUNERATION

Deloitte Touche Tohmatsu ("DTT") was appointed as the external auditors of the Group by the shareholders at the last AGM of the Group. The remuneration to DTT recognised for the year ended 31 December 2006 was set out as follows:

Fees relating to services rendered

	HK\$'000
Audit services	1,629
Non-audit services	252
	<hr/>
	1,881

核數師酬金

德勤•關黃陳方會計師行(「德勤」)於本集團上屆股東週年大會獲委聘為本集團之外聘核數師。截至二零零六年十二月三十一日止年度確認德勤之酬金載列如下:

有關所提供服務之費用

	千港元
審計服務	1,629
非審計服務	252
	<hr/>
	1,881

COMMUNICATION WITH SHAREHOLDERS

The objective of shareholder communication is to provide the Group's shareholders with detailed information on the Group so that they can exercise their rights as shareholders in an informed manner.

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities. These include interim and annual reports, announcements and circulars.

The Group encourages its shareholders to attend AGM to ensure a high level of accountability and to keep informed of the Group's strategy and goals. The Chairman of the Board and the chairman of all the Board Committees, or in their absence, other members of the respective committees, are available to answer any questions from the shareholders. A separate resolution is proposed by the Chairman in respect of each issue to be considered at the AGM, including the re-election of Directors.

與股東之溝通

與股東溝通之目的在於為本集團之股東提供有關本集團之詳細資料，以便彼等能夠以知情方式行使作為股東之權利。

本集團透過多個正式途徑，確保對其表現及業務作出公平的披露和全面而具透明度的報告。該等途徑包括中期報告、年報、公佈及通函。

本集團鼓勵其股東出席股東週年大會，以確保有高度的問責性，及讓股東瞭解本集團的策略及目標。董事會主席及所有董事委員會之主席(或如彼等未能出席，則各委員會之其他成員)將於股東大會上回答任何提問。主席會就每項在股東週年大會上審議之議題(包括重選董事)提呈個別之決議案。



Corporate Governance Report 企業管治報告書

An AGM circular is distributed to all shareholders at least 21 days prior to the AGM, setting out details of each proposing resolution, voting procedures (including procedures for demanding and conducting a poll) and other relevant information.

The Chairman explains the procedures for demanding and conducting a poll again at the beginning of the AGM, and (except where a poll is demanded) reveals how many proxies for and against have been received in respect of each resolution. In case poll voting is conducted, the poll results will be posted on the websites of the Group and the Stock Exchange on the business day following the shareholders' meeting.

As a channel to further promote effective communication, the Group maintains a website at <http://www.castelecom.com> where the Group's announcements, business developments and operations, financial information, corporate governance practices and other information are posted.

在股東週年大會前不少於二十一天向全體股東發出股東週年大會通函，詳列各項擬提呈決議案、表決程序(包括要求及舉行投票表決的程序)及其他相關資料。

主席在股東週年大會開始前會再次說明要求及舉行投票表決的程序，並且(除非要求投票表決)交代已受到投票贊成及反對各決議案的代表票數。倘以投票方式進行表決，投票表決之結果則會於股東大會後下一個營業日在本集團網站及聯交所網站內刊登。

本集團已設立網站(網址為<http://www.castelecom.com>)，以作為增進有效溝通之渠道，而本集團之公佈、業務發展及營運、財務資料、企業管治及其他資料均於該網站內刊登。