



企業管治報告

CORPORATE GOVERNANCE REPORT

董事會深信良好的企業管治為本公司成功之關鍵。於二零零五年十月一日至二零零六年十二月三十一日止期間，本公司已採用並遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「守則」）所列之條文，惟本文所披露之若干偏離事項除外。

本公司會定期審閱其企業管治常規，以確保該常規持續符合守則規定。

董事之證券交易

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之標準守則（「標準守則」），作為董事進行證券交易之操守準則。經對所有董事作出特定查詢後，董事已確認，彼等於二零零五年十月一日至二零零六年十二月三十一日期間，已遵守標準守則之規定。

董事會

董事會負責領導和管理本集團並監督本集團之業務、決策及表現。董事會亦授權執行董事及管理層管理本集團之日常業務，而彼等於主席領導下履行職責。

董事會目前由四名執行董事及三名獨立非執行董事組成。

The Board believes that good corporate governance is essential to the success of the Company. The Company has applied the principles in and complied with the Code on Corporate Governance Practices (the "Code") set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the period from 1st October, 2005 to 31st December, 2006 except for certain deviations disclosed herein.

The Company periodically reviews its corporate governance practices to ensure that they continuously meeting the requirements of the Code.

DIRECTORS' 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 its code of conduct for directors' securities transactions. Having made specific enquiry of all directors, the directors have confirmed compliance with the required standard set out in the Model Code for the period from 1st October, 2005 to 31st December, 2006.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Group and oversees the Group's businesses, strategic decisions and performance. The Board has delegated the day-to-day management of the Group's operations to the executive directors and management team who perform their duties under the leadership of the Chairman.

The Board comprises four executive directors and three independent non-executive directors.



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董事會每年至少舉行四次例會，議程包括批准全年及中期業績，以及檢討本集團之業務運作及內部監控系統。除此等例會外，董事會亦就批准重大或特別事項召開會議。於二零零五年十月一日至二零零六年十二月三十一日期間，董事會共召開六次董事會會議。

Regular Board meetings are held at least four times a year to approve annual and interim results, and to review the business operations and internal control system of the Group. Apart from these regular meetings, Board meetings are also held to approve major or special issues. Six Board meetings were held during the period from 1st October, 2005 to 31st December, 2006.

本期間董事會成員、董事會會議次數及各董事出席情況如下：

Members of the Board, number of Board meetings held and attendance of each member during the period are set out as follows:

董事會成員	Members of the Board	出席會議次數／舉行會議次數 Number of meetings attended/ Number of meetings held
執行董事	Executive directors	
周德雄先生 (主席)	Mr. Chow Tak Hung (Chairman)	6/6
周煥燕女士 (副主席)	Ms. Chow Woon Yin (Deputy Chairman)	6/6
黃少華女士	Ms. Wong Siu Wah	6/6
周彩花女士 (董事總經理)	Ms. Chau Choi Fa (Managing Director)	6/6
獨立非執行董事	Independent non-executive directors	
劉宇新博士	Dr. Lau Yue Sun	6/6
葉棣謙先生	Mr. Yip Tai Him	6/6
林國昌先生	Mr. Lam Kwok Cheong	6/6

本公司已收到各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關其獨立性之規則。本公司認為所有獨立非執行董事均屬獨立人士。

The Company has received from each independent non-executive director an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rule. The Company considers that all of the independent non-executive directors are independent.

董事會已根據本集團之性質及業務目標，維持適合之均衡技能及專長。董事名單及彼等之簡歷已載列於第12至14頁。

The Board has maintained a balance of skill and expertise appropriate for the nature and business objectives of the Group. List of directors and their biographical details are set out on pages 12 to 14.



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主席及行政總裁

根據守則條文第A.2.1條，主席及行政總裁之角色應予以區分，不應由同一人擔任。

周德雄先生為本公司之董事會主席兼行政總裁。董事會認為，現行架構為本集團提供強大兼一致的領導，並使業務得以有效率及有效能地策劃及執行。因此，董事會相信，周德雄先生繼續擔任本公司之董事會主席兼行政總裁符合本公司股東之最佳利益。然而，董事會將於日後適當時候檢討現有架構。

獨立非執行董事

根據守則第A.4.1條，非執行董事應有指定委任期，並可予重選；此外，根據守則第A.4.2條，每位董事（包括有指定委任期的董事）應最少每三年輪值辭任。

目前，三名獨立非執行董事的委任任期並非指定，而是根據公司章程細則之條文於股東週年大會輪值辭任和重選。他們的任期將於須重選時檢討。此外，根據公司章程細則之條文，董事會主席及／或董事總經理並不需要輪值辭任，在確定每年須辭任的董事數目時也不須把他們考慮在內。董事會認為，董事會主席周德雄先生毋須退任，以確保持續之領導及穩定之增長。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the Code provision A.2.1, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual.

Mr. Chow Tak Hung is the Chairman of the Board and the Chief Executive Officer of the Company. The Board considers that the present structure provides the Group with strong and consistent leadership and allows for efficient and effective business planning and execution. Hence, the Board believes that it is in the best interest of the shareholders of the Company that Mr. Chow Tak Hung will continue to assume the roles of the Chairman of the Board and the Chief Executive Officer of the Company. However, the Board will review the current structure as and when it becomes appropriate in future.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Under the Code provision A.4.1, the non-executive directors should be appointed for a specific term, subject to re-election and under the Code provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Currently, the three independent non-executive directors are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the bye-laws of the Company, and their appointment will be reviewed when they are due for re-election. In addition, under the provisions of the bye-laws of the Company, the Chairman of the Board and/or the Managing Director of the Company are not subject to retirement by rotation or be taken into account in determining the number of directors to retire each year. The Board considers that Mr. Chow Tak Hung, Chairman of the Board, should not be subject to retirement to ensure the continuity of leadership and stability for growth.



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薪酬委員會

薪酬委員會由一名執行董事及兩名獨立非執行董事組成。

薪酬委員會負責向董事會提出有關(其中包括)本集團所有董事及高級管理層薪酬政策及結構之建議,並獲董事會授權責任,代表董事會釐定本集團所有執行董事及高級管理層之具體薪酬。

於二零零五年十月一日至二零零六年十二月三十一日期間,本公司舉行了一次薪酬委員會會議。

本期間薪酬委員會成員、會議次數及各成員出席情況載列如下:

REMUNERATION COMMITTEE

The Remuneration Committee comprises one executive director and two independent non-executive directors.

The Remuneration Committee is responsible for making recommendations to the Board on, among other things, the Group's policy and structure for the remuneration of all directors and senior management and is delegated by the Board with the responsibility to determine on behalf of the Board the specific remuneration packages for all executive directors and senior management of the Group.

One Remuneration Committee meeting was held during the period from 1st October, 2005 to 31st December, 2006.

Members of the Remuneration Committee, number of meetings held and attendance of each member during the period are set out as follows:

	Members of the Remuneration Committee	出席會議次數／舉行會議次數 Number of meetings attended/ Number of meetings held
薪酬委員會成員		
執行董事	Executive director	
周德雄先生(主席)	Mr. Chow Tak Hung (<i>Chairman</i>)	1/1
獨立非執行董事	Independent non-executive directors	
劉宇新博士	Dr. Lau Yue Sun	1/1
葉棣謙先生	Mr. Yip Tai Him	1/1



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提名委員會

提名委員會由一名執行董事及兩名獨立非執行董事組成。

提名委員會負責審閱董事候選人之提名並向董事會提出建議。

於二零零五年十月一日至二零零六年十二月三十一日期間，本公司舉行了一次提名委員會會議。

本期間提名委員會成員、會議次數及各成員出席情況載列如下：

NOMINATION COMMITTEE

The Nomination Committee comprises one executive director and two independent non-executive directors.

The Nomination Committee is responsible for reviewing and making recommendations to the Board on the nomination of potential candidates for directorship.

One Nomination Committee meeting was held during the period from 1st October, 2005 to 31st December, 2006.

Members of the Nomination Committee, number of meetings held and attendance of each member during the period are set out as follows:

		出席會議次數／舉行會議次數
提名委員會成員	Members of the Nomination Committee	Number of meetings attended/ Number of meetings held
執行董事	Executive director	
周德雄先生 (主席)	Mr. Chow Tak Hung (<i>Chairman</i>)	1/1
獨立非執行董事	Independent non-executive directors	
葉棣謙先生	Mr. Yip Tai Him	1/1
林國昌先生	Mr. Lam Kwok Cheong	1/1



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核數師之酬金

於二零零五年十月一日至二零零六年十二月三十一日期間，本公司之獨立核數師德勤•關黃陳方會計師行就向本集團提供下列服務分別收取之費用如下：

服務種類	Type of services	收取之費用 Fees charged 千港元 HK\$'000
審核服務	Audit services	838
稅務服務及分析	Taxation services and analyses	390
總額	Total	1,228

審核委員會

審核委員會負責檢討和監察本集團之財務申報過程及內部監控系統，並向董事會提供建議及意見。

於二零零五年十月一日至二零零六年十二月三十一日期間，審核委員會共召開三次審核委員會會議。

AUDITOR'S REMUNERATION

During the period from 1st October, 2005 to 31st December, 2006, Deloitte Touche Tohmatsu, the independent auditor of the Company, provided the following services to the Group and their respective fees charged are set out as follows:

AUDIT COMMITTEE

The Audit Committee is responsible for reviewing and supervising the financial reporting process and internal control system of the Group and providing advices and recommendations to the Board.

Three Audit Committee meetings were held during the period from 1st October, 2005 to 31st December, 2006.



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本期間審核委員會成員，會議次數及各成員出席情況如下：

Members of the Audit Committee, number of meetings held and attendance of each member during the period are set out as follows:

審核委員會成員	Members of the Audit Committee	出席會議次數／舉行會議次數 Number of meetings attended/ Number of meetings held
獨立非執行董事		
Independent non-executive directors		
葉棣謙先生 (主席)	Mr. Yip Tai Him (Chairman)	3/3
劉宇新博士	Dr. Lau Yue Sun	3/3
林國昌先生	Mr. Lam Kwok Cheong	3/3

於本期間內，審核委員會履行如下職責：

During the period, the Audit Committee has performed the following duties:

- | | |
|---|--|
| (1) 與獨立核數師共同審閱經審核之年度財務報告及審閱未經審核之中期財務報告，並提出建議供董事會批准； | (1) reviewed with the independent auditor the annual audited financial statements and reviewed the unaudited interim financial statements, with recommendations to the Board for approval; |
| (2) 審閱會計準則之變動及評估可能對本集團財務報告書產生之潛在影響； | (2) reviewed the change in accounting standards and assessment of potential impacts on the Group's financial statements; |
| (3) 審閱本集團之內部監控系統，及商議有關事項包括財務、經營、程序遵守及風險管理等工作； | (3) reviewed the Group's internal control system and discussed the relevant issues including financial, operational, compliance controls and risk management functions; |
| (4) 檢討有關規管及法定要求之合規事宜；及 | (4) reviewed the compliance issues with the regulatory and statutory requirements; and |
| (5) 就委聘或續聘獨立核數師提供建議及批准委聘條件。 | (5) made recommendations on the appointment or reappointment of the independent auditor and approved the terms of engagement. |



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問責及審核

董事明白彼等須負責根據法定及規管要求編制本集團在相關會計期間之賬目。董事於編制於二零零五年十月一日至二零零六年十二月三十一日期間之賬目時，已採納適當會計政策並貫徹採用該等政策。申報期間賬目已按持續經營之基準編制。

獨立核數師發表其有關申報責任的聲明載列於第31頁。

內部監控

現時董事會每年審閱本集團之內部監控系統，並會採取任何必須及適當行動令內部監控系統保持妥善，以保障股東投資及本集團資產，並每年與審核委員會檢討內部監控系統之成效。

ACCOUNTABILITY AND AUDIT

The directors of the Company acknowledge their responsibility for the preparation of the accounts of the Group for the relevant accounting periods in accordance with statutory and regulatory requirements. In preparing the accounts for the period from 1st October, 2005 to 31st December, 2006, the directors have adopted appropriate accounting policies and applied them consistently. The accounts for the reporting period have been prepared on a going concern basis.

A statement by the independent auditor about their reporting responsibilities is set out on page 31.

INTERNAL CONTROLS

The Board reviews the internal control system of the Group annually and will take any necessary and appropriate actions to maintain an adequate internal control system to safeguard shareholders' investments and the Group's assets. The effectiveness of the internal control system was also discussed on an annual basis with the Audit Committee.