

### 企業管治常規

董事會承諾維持高水平之企業管治，其相信高水平之公司管治標準可為本集團建立一個架構及穩固之基礎，以管理業務風險、增加透明度、提高問責制及保障股東之整體權益。於截至二零零六年十二月三十一日止年度，除下文「主席及董事總經理」所述之偏離事項外，本集團已應用上市規則附錄14所載企業管治常規守則（「守則」）之原則，並遵守一切適用守則條文。

董事會將不斷檢討及改善本公司之企業管治常規及準則，確保業務活動及決策過程受到適當及審慎之規管。

### 董事之證券交易

本公司已就證券交易採納上市規則附錄10所載之標準守則。

概無董事知悉任何資料合理顯示本公司或其任何董事並無或曾不遵守守則之規定，經全體董事進行具體查詢後，董事確認彼等於截至二零零六年十二月三十一日止期間一直遵守標準守則之規定。標準守則亦適用於本集團其他特定之高級管理層。

### CORPORATE GOVERNANCE PRACTICES

The Directors are committed to maintaining high standards of corporate governance. It believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, maintain high standards of accountability and protect shareholders' interest in general. The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices ("Code") as set out in Appendix 14 of the Listing Rules for the year ended 31st December, 2006, save for the deviations discussed below under "Chairman and Managing Director".

The Directors will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for securities transactions.

None of the directors is aware of any information that would reasonably indicate that the Company or any of its directors is not or was not in compliance with the Code and upon specific enquiry of all directors, the directors confirmed that they have complied with the Model Code for any part of the year ended 31st December, 2006. The Model Code also applies to other specified senior management of the Group.

## 董事會

本公司董事會成員包括：

執行董事： 許經振先生  
丘少明先生  
許檳榔先生  
李春仁先生  
周勁先生  
王鳳舞先生  
王廣宇先生

獨立非執行

董事： 吳志揚先生  
譚旭生先生  
何樂昌先生

董事會由七名執行董事及三名獨立非執行董事組成。其中一名獨立非執行董事具備適當之專業會計資格及財務管理專業知識。董事之履歷詳情已載於第20頁至第27頁之「董事及高級管理人員簡介」一節。

董事會主要負責制定本集團之整體策略性發展及政策。董事會亦監管本集團之財務表現及業務營運之內部監控。

獨立非執行董事均具備專業知識，於會計、財務、法律及商業方面具有專業技能及豐富經驗。彼等之技能及專業知識可為董事會提供具高獨立性之意見及判斷。獨立非執行董事之另一項重要責任是確保企業管治架構有效運作，並進行監察。董事會認為每位獨立非執行董事均具獨立性格及判斷力，並且全部符合上市規則所要求之指定獨立條件。

## BOARD OF DIRECTORS

The board of directors of the Company comprises:

Executive Directors: Mr. Hui King Chun, Andrew  
Mr. Yau Chau Min, Paul  
Mr. Hui Bin Long  
Mr. Li Chun Ren  
Mr. Zhou Jin  
Mr. Wang Feng Wu  
Mr. Wang Guang Yu

Independent

Non-Executive Directors: Mr. Ng Chi Yeung, Simon  
Mr. Tam Yuk Sang, Sammy  
Mr. Ho Lok Cheong

The Directors comprise of seven executive directors and three independent non-executive directors. One of the independent non-executive directors possesses appropriate professional accounting qualifications and financial management expertise. Biographical details of the directors are set out in the section of "Directors and Senior Management's Biographical Information" on pages 20 to 27.

The main focus of the Directors is on the formulation of overall strategies and policies of the Group. The Directors also monitor the financial performance and the internal controls of the Group's business operations.

The independent non-executive directors are from professional background with a broad range of expertise and experience in the fields of accounting, finance, legal and business. Their skills and expertise ensure strong independent views and judgment in the Board. They also serve important function of ensuring and monitoring the basis for an effective corporate governance framework. The Directors consider that each independent non-executive director is independent in character and judgment and that they all meet the independence criteria as set out under the guidelines by the Listing Rules.

## 企業管治報告 Corporate Governance Report

全體董事均定期獲得有關管治及監管事宜之更新資訊。董事可按照既定程序，尋求獨立專業意見以協助履行其責任，有關費用由本公司支付。本公司亦已就董事可能面臨法律行動之風險，安排適當之董事及行政人員責任保險。

All directors are regularly updated on governance and regulatory matters. There is an established procedure for directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties. The Company has also arranged appropriate director and officer liability insurance cover in respect of any potential legal actions that might be taken against its directors.

年內，每名董事於全體董事會會議及薪酬委員會會議之出席次數如下：

The number of full board meeting and remuneration committee meeting attended by each director during the year is as follows:

董事	董事會會議	薪酬委員會會議	出席率
Director	Board meeting	Remuneration committee meeting	Attendance rate
<b>執行董事</b>			
Executive Directors			
許經振	4/4	1/1	100%
Hui King Chun, Andrew			
丘少明	4/4	不適用	100%
Yau Chau Min, Paul		N/A	
許檳榔	2/4	不適用	50%
Hui Bin Long		N/A	
李春仁	2/4	不適用	50%
Li Chun Ren		N/A	
周勁	2/4	不適用	50%
Zhou Jin		N/A	
王鳳舞	2/4	不適用	50%
Wang Feng Wu		N/A	
王廣宇*	0/0	不適用	不適用
Wang Guang Yu*		N/A	N/A

\* 於二零零六年十一月十六日獲董事會委任為董事

\* Appointed as a director on 16th November, 2006 by the Board

董事	董事會會議	薪酬委員會會議	出席率
Director	Board meeting	Committee meeting Remuneration	Attendance rate
<b>獨立非執行董事</b>			
Independent Non-executive Directors			
吳志揚	4/4	1/1	100%
Ng Chi Yeung, Simon			
譚旭生	4/4	1/1	100%
Tam Yuk Sang, Sammy			
何樂昌 <sup>#</sup>	2/2	1/1	100%
Ho Lok Cheong <sup>#</sup>			
林炳昌 <sup>##</sup>	2/2	0/0	100%
Lam Ping Cheung, Andrew <sup>##</sup>			

<sup>#</sup> 於二零零六年六月二十六日獲董事會委任為獨立非執行董事

<sup>#</sup> Appointed as an independent non-executive director on 26th June, 2006 by the Board

<sup>##</sup> 於二零零六年六月二十六日辭任

<sup>##</sup> Resigned on 26th June, 2006

### 主席及董事總經理

許經振先生為本集團之創辦人兼主席。本公司現時並無「行政總裁」之職位，而許先生自本公司成立以來一直兼任主席及董事總經理之職務，負責本公司之整體管理。由於董事會相信此架構可確保有效制訂及實施業務策略，而不會令董事與本公司業務管理兩者間之權力及權限平衡受到影響，因此董事會擬維持現有架構（守則條文第A.2.1）。

### CHAIRMAN AND MANAGING DIRECTOR

Mr. Hui King Chun, Andrew is the founder and chairman of the Group. The Company does not at present have any officer with the title "chief executive officer" and Mr. Hui has assumed the role of both Chairman and Managing Director since the establishment of the Company, and is in charge of the overall management of the Company. The Directors intend to maintain this structure for the time being as it believes that this structure can ensure efficient and effective formulation and implementation of business strategies without compromising the balance of power and authority between the directors and management of the Company. (Code Provision A.2.1)

### 審核委員會

審核委員會已於一九九八年成立，以審閱及監管財務申報過程及本公司之內部控制。審核委員會由三名獨立非執行董事組成，其中一名具備適當之業務及財務經驗及技能處理本集團之賬目。委員會主席為譚旭生先生，其他成員為吳志揚先生及何樂昌先生。

審核委員會已審閱本集團截至二零零六年十二月三十一日止年度之賬目，認為有關賬目乃符合適用之會計準則及法例規定，並作出足夠之披露。

現時審核委員會每年舉行兩次會議，以檢討及討論中期及全年賬目及檢討集團內部控制之效益。委員會亦可能不時於彼等認為需要時舉行額外會議以討論其他事項。

### AUDIT COMMITTEE

The Audit Committee was established in 1998 to review and supervise the financial reporting process and internal controls of the Company. The Audit Committee comprises three independent non-executive directors and one of whom possesses the appropriate business and financial experience and skills to understand the accounts of the Group. The Committee is chaired by Mr. Tam Yuk Sang, Sammy and other members are Mr. Ng Chi Yeung, Simon and Mr. Ho Lok Cheong.

The Group's financial statements for the year ended 31st December, 2006 have been reviewed by the Audit Committee, which is of opinion that such statements comply with applicable accounting standard and legal requirements, and that adequate disclosures have been made.

Currently, the meetings of the Audit Committee are held twice a year to review and discuss the interim and annual financial statements respectively and to review the effectiveness of internal control of the Group. Additional meetings may also be held by the Committee from time to time to discuss other issues that the Committee considers necessary.

審核委員會會議之出席記錄如下：

The attendance record of the Audit Committee meetings is as follows:

董事姓名 Name of director	出席會議次數 Number of meeting attended	出席率 Attendance rate
吳志揚 Ng Chi Yeung, Simon	2/2	100%
譚旭生 Tam Yuk Sang, Sammy	2/2	100%
何樂昌* Ho Lok Cheong*	1/1	100%
林炳昌** Lam Ping Cheung, Andrew**	1/1	100%

\* 於二零零六年六月二十六日獲委任為審核委員會成員

\* Appointed as a member of the Audit Committee on 26th June, 2006

\*\* 於二零零六年六月二十六日辭任審核委員會成員職務

\*\* Resigned as a member of the Audit Committee on 26th June, 2006

根據參照守則及香港會計師公會頒佈之「成立審核委員會指引」所編製及採納之委員會職權範圍，審核委員會之職責為(其中包括)監察與外聘核數師之關係、審閱本集團之中期及年度業績、監察本集團內部控制之範疇、規限及效益、在認為有需要時委聘獨立之法律或其他顧問，以及進行調查。

Under its terms of reference, which were prepared and adopted with reference to the Code and “A Guide for the Formation of an Audit Committee” published by the Hong Kong Institute of Certified Public Accountants, the Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group’s interim and annual results, to review the scope, extent and effectiveness of internal control of the Group, to review accounting policies and practices adopted by the Group, to engage independent legal or other advisers as it determines is necessary and to perform investigations.

### 薪酬委員會

薪酬委員會成員包括執行董事許經振先生及三名獨立非執行董事吳志揚先生、譚旭生先生及何樂昌先生。薪酬委員會已採納成文權責條款，並符合企業管治守則規定。

### 內部監控

董事會對維持本公司之內部監控系統及對檢討其效率承擔整體責任。董事會致力落實有效及良好之內部監控系統，保障股東利益及本集團資產。董事會已委派執行管理層實施內部監控系統，並繼續檢討已建立架構內之所有相關財務、營運、依從規例監控及風險管理效能。

### 董事之責任聲明

董事確認，彼等須負責編製本公司截至回顧年度之賬目所載之所有資料及陳述。董事認為，賬目已按照香港普遍採納之會計準則編製，並反映董事會與管理層對重要事項作出之適當考慮後之最佳估計及合理、知情及審慎判斷所計算之數額。於二零零六年十二月三十一日，經作出適當查詢後，董事概不知悉任何有關對本公司之持續經營能力產生重大懷疑之重大不明朗事件或狀況。因此，董事已按持續經營基準編製本公司之賬目。

### REMUNERATION COMMITTEE

The Remuneration Committee includes the executive director, Mr. Hui King Chun, Andrew, and three independent non-executive directors, Mr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy and Mr. Ho Lok Cheong. The Remuneration Committee has adopted terms of reference, which are in line with the Corporate Governance Code.

### INTERNAL CONTROLS

The Directors have overall responsibility for the system of internal controls of the Company and for reviewing its effectiveness. The Directors are committed to implementing an effective and sound internal controls system to safeguard the interest of shareholders and the Group's assets. The Directors have delegated to executive management the implementation of the system of internal controls and the Directors continue to review of all relevant financial, operational, compliance controls and risk management function within an established framework.

### DIRECTORS' RESPONSIBILITY STATEMENT

The directors acknowledge their responsibility for preparing all information and representations contained in the financial statements of the Company for the year under review. The directors consider that the financial statements have been prepared in conformity with the generally accepted accounting standards in Hong Kong, and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgement of the Board and management with an appropriate consideration to materiality. As at 31st December, 2006, the directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Company on a going concern basis.

有關外聘核數師對財務申報之責任載於第49頁之「聯席獨立核數師報告」內。

The responsibilities of the external auditors with respect to financial reporting are set out in the section of “Joint Independent Auditors’ Report” on page 49.

### 核數師酬金

截至二零零六年十二月三十一日止年度，本集團核數師就提供法定核數服務所收取之酬金總額為1,310,000港元。彼亦為本集團提供非核數服務，而該等服務並非屬重要事務。

### AUDITORS’ REMUNERATION

For the year ended 31st December, 2006, the total remuneration of the Group’s auditors for statutory audit services is HK\$1,310,000. They also provided non-audit services to the Group, which were considered as insignificant assignments.

### 投資者關係及股東通訊

本公司在與股東及投資者溝通時，一直盡量保持高透明度。本公司定期為機構投資者及分析員舉行簡報會及會議。為確保與投資者及分析員保持有效、清晰及準確之溝通，所有企業通訊均由執行董事及指定之高級行政人員按照本公司既定之常規及程序安排及處理。

### INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company endeavours to maintain a high level of transparency in communicating with shareholders and investors. Briefings and meetings with institutional investors and analysts are conducted regularly. In order to ensure effective, clear and accurate communications with the investors and analysts, all corporate communications are arranged and handled by the executive directors and designated senior executives according to established practices and procedures of the Company.

本公司已於回顧年度內適時宣佈其年度業績及中期業績。本公司之股東週年大會（「股東週年大會」）為股東提供平台與董事會直接對話。本集團鼓勵股東出席股東週年大會，而主席及董事會其他成員或獲彼等正式委任出席股東週年大會之代表將於會上回應股東之提問。有關要求投票表決之程序已載於連同年報一併寄發予股東之通函內。

The Company has announced its annual results and interim results in a timely manner during the year under review. The Company’s annual general meeting (“AGM”) provides a platform for shareholders to have a direct dialogue with the Directors. Shareholders are encouraged to attend the AGM and the Chairman and other members of the Board or their duly appointed delegates are available to the AGM to answer questions from shareholders. Procedures for demanding a poll are included in the circular to shareholders dispatched together with the annual report.



### 行為守則

本公司一向十分著重商業操守及誠信。本集團全體僱員均須遵守行為守則。各級僱員均須以誠信、勤勉及負責任的態度履行職責。任何僱員不得收受任何與本集團有商務關係之人士或機構所贈予之個人饋贈或其他利益。本集團亦會不時提醒業務夥伴及客戶，表明集團政策禁止本集團任何僱員或代理人向彼等收取任何饋贈。

### CODE OF CONDUCT

The Company is committed to high standard of business ethics and integrity. A code of conduct is enforced on all employees of the Group. The employees at all levels are expected to act in an honest, diligent and responsible manner. No personal gifts or other forms of advantages from any person or organisation doing business with the Group can be accepted by any employee. Business partners and customers are reminded from time to time that its policy forbids any employee or agent of the Group from accepting any gift from them.