

CORPORATE GOVERNANCE REPORT

企業管治報告

The board of directors (the "Board") is charged with providing effective and responsible leadership for the Company. The directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders.

The Board has appointed the following Committee to oversee different areas of the Company's affairs. The composition of the Board and the Committee are given below and their respective responsibilities are discussed later in this report.

董事會(「董事會」)負責為本公司提供有效及負責任之領導。董事必須個別及共同秉承行事，以本公司及其股東之最佳利益為依歸。董事會已委任以下委員會監管本公司不同範疇之事務。

董事會及各委員會之成員載於下文，而其各自之職責將於本報告下文論述。

		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Board of Directors	董事會		
Executive Directors	執行董事		
Mr. Yip Yun Kuen	葉潤權先生		✓
Mr. Yip Yun Tim	葉潤添先生		
Mr. Chan Shun Po	陳順寶先生		
Mr. Chan, Michael Siu Tai	陳兆泰先生		
Non Executive Directors	非執行董事		
Mr. Yeung Wai Kin	楊偉堅先生	✓	
Independent Non Executive Directors	獨立非執行董事		
Mr. Man Mo Leung	文暮良先生	✓	✓
Mr. Yap Alfred Donald	葉天養先生	✓	✓
Mr. Chan Chu Kwan@	陳柱焜先生@	✓	✓

@ appointed on 1st January 2007

@ 於二零零七年一月一日獲委任

The Board sets the Group's objectives and strategies and monitors its performance. The Board also decides on matters such as annual and interim results, major transactions, director appointments, and dividend and accounting policies. The Board has delegated the authority and responsibility of managing and overseeing the Group's day to day operations to the Executive Directors of the Company and respective directors of principal subsidiaries of the Group.

董事會設定本集團之目標及策略，並監管其表現。董事會亦會對有關年度及中期業績、主要交易、董事委任，以及股息及會計政策作出決定。董事會將管理及監督本集團日常營運之權力及責任授權予本公司執行董事及本集團主要附屬公司各自之董事。

The Company had received annual confirmation from each of the independent non-executive directors as regards their independence to the Company and considers that each of the independent non-executive directors is independent to the Company.

The Company Secretary assists the Chairman in setting the agenda of Board Meetings and each Director is invited to present any businesses that they wish to discuss or propose at the meetings. All Directors have timely access to all relevant information of the meetings and may take professional advice if necessary.

The Board held 4 full Board meetings for the year ended 31st December 2006. Attendances of the full Board meetings are as follows:

		No. of meetings attended 出席會議次數
Mr. Yip Yun Kuen (<i>Chairman</i>)	葉潤權先生 (主席)	3/4
Mr. Yip Yun Tim	葉潤添先生	4/4
Mr. Chan Shun Po	陳順寶先生	4/4
Mr. Chan, Michael Siu Tai	陳兆泰先生	3/4
Mr. Yeung Wai Kin	楊偉堅先生	3/4
Mr. Man Mo Leung	文暮良先生	4/4
Mr. Yap Alfred Donald	葉天養先生	4/4

The full Board participates in the selection and approval of new directors and therefore has not established a Nomination Committee. The Board takes into consideration criteria such as expertise, experience, integrity and commitment when selecting new directors.

Non-executive directors have been appointed for a specific term, which is subject to re-election. Under the Bye-Laws of the Company, with the exception of the Chairman, all the Directors are currently required to offer themselves for re-election by rotation at least once every three years. All directors appointed to fill a casual vacancy should be subject to election at the first general meeting after their appointment.

本公司已接獲各獨立非執行董事有關其獨立於本公司之年度確認，並認為各獨立非執行董事均獨立於本公司。

公司秘書協助主席擬備董事會會議之會議議程，而各董事均會獲邀提出任何彼等擬於會上討論或提呈之事項。全體董事均可迅速取得所有有關會議之資料，亦可於需要時尋求專業意見。

於截至二零零六年十二月三十一日止年度，董事會已舉行4次全體董事會會議。全體董事會會議之出席紀錄如下：

由於全體董事會均會參與挑選及批准新任董事，故並無成立提名委員會。董事會於挑選新任董事時，會對專業知識、經驗、品格正直及義務承擔等準則作出考慮。

非執行董事並無特定任期，但須輪流退任。根據本公司之公司細則，除主席外，全體董事現時須至少每三年輪流接受一次選舉。所有為填補臨時空缺而獲委任之董事應在接受委任後首次股東大會上進行選舉。

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RBI HOLDINGS LIMITED 紅磡集團有限公司

ANNUAL REPORT 2006 二零零六年年報

AUDIT COMMITTEE

The audit committee was established to review the Group's financial reporting, internal controls and corporate governance issues and make relevant recommendations to the board. The audit committee comprises of a non-executive director and three independent non-executive directors. The committee members possess appropriate professional qualifications, accounting or related financial management expertise as required under the Listing Rules. Please refer to biography section of directors for further details of the committee members.

The audit committee may elect to ask its external auditors to attend its meetings. During the year, the audit committee has met with the external auditors with no executive directors present.

審核委員會

審核委員會乃成立以審閱本集團之財務申報、內部監控及企業管治事宜，並對董事會提出相關建議。審核委員會包括一名非執行董事及三名獨立非執行董事。委員會成員具備上市規則所規定之適當專業資格、會計或相關財務管理專業知識。委員會成員之進一步詳情請參閱董事履歷一節。

審核委員會可選擇要求外聘核數師出席審核委員會會議。於本年度，審核委員會已與外聘核數師舉行執行董事不得出席之會議。

No. of meetings attended 出席會議次數

Mr. Man Mo Leung (<i>Chairman</i>)	文暮良先生 (主席)	2/2
Mr. Yeung Wai Kin	楊偉堅先生	1/2
Mr. Yap Alfred Donald	葉天養先生	2/2

AUDITORS' REMUNERATION

The following remuneration was paid by the Group to its principal auditor, Grant Thornton, and its affiliated firms:

核數師之酬金

本集團已向其主要核數師均富會計師行及其聯屬公司支付以下酬金：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Statutory audit	法定審核	640	1,000
Taxation services	稅務服務	45	50
Interim review	中期審閱	—	150
Others	其他	205	100
		890	1,300

REMUNERATION COMMITTEE

The remuneration committee was established to review the remuneration of directors and the Group's salary policy. The majority of the members is independent non-executive directors. To minimize any conflict of interest, any member who is interested in any given proposed motion is required to abstain from voting on such motion.

薪酬委員會

薪酬委員會成立以審閱董事酬金及本集團薪酬政策。大多數成員都是獨立非執行董事。為將利益衝突減至最低，任何成員如於所提呈之動議中擁有權益，則須就該項動議放棄投票。

No. of meetings attended 出席會議次數

Mr. Yip Yun Kuen (<i>Chairman</i>)	葉潤權先生 (主席)	1/1
Mr. Man Mo Leung	文暮良先生	1/1
Mr. Yap Alfred Donald	葉天養先生	1/1

INTERNAL CONTROL

The Board has an overall responsibility for maintaining a sound and effective internal control system (the "System") of the Group. The System is designed not only to achieve the Group's objectives with facilitating an effective and efficient business operation to ensure a reliable financial reporting and compliance with applicable rules and regulations, but also to provide reasonable, but not absolute, assurance on preventing material misstatement or loss as well as managing and minimizing risks of failure in operational system.

內部控制

董事會負全責維持集團穩健而有效之內部監控系統(「系統」)。此系統旨在透過促進有效及高效之業務運作，確保可靠之財務報告及確保遵守各項適用法律法規以達致集團目標，同時亦旨在提供合理(但非絕對)保證，以防範重大失實陳述或損失，以及理順及減低本集團營運系統失靈的風險。

The Board should at least annually conduct a review on the effectiveness of the System including all relevant financial, operational and compliance controls and risk management functions.

董事會須至少每年對該系統(包括所有相關財務、營運及合規控制及風險管理功能)之有效性進行一次檢討。

During the year, the Group had appointed an independent consultant (the "Consultant") to conduct a review on the effectiveness of the major cycles of the System. The approach adopted by the Consultant for their review was based on the key concepts of the control framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

年內本集團已委任獨立顧問(「顧問」)就該系統主要工作流程之有效性進行檢討。顧問於檢討期間所採納之方法乃基於Committee of Sponsoring Organizations of the Treadway Commission(「COSO」)發出之控制框架之關鍵概念。

The Consultant had provided the Board and the audit committee a report addressing all the findings during their review. In accordance with the report, the Consultant concluded that no material control failures, weaknesses or significant areas of concern were identified. Accordingly, the Board and the audit committee acknowledged the effectiveness of the System was sound.

該顧問已向董事會及審核委員會出具有關檢討過程中發現之一切問題之報告。根據該報告，該顧問總結，并未發現任何重大控制失靈、不足或重大弊端。因此董事會與審核委員會確認，該系統之有效性仍然穩健。

In order to maintain a process of on-going monitoring on the System, the Group had established an internal audit department during the year. The internal audit department serves the function to undertake regular monitoring of key controls and procedures. Such regular monitoring forms an integral part of the System of the Group.

COMPLIANCE WITH THE CODE OF BEST PRACTICE

The Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the year ended 31st December 2006, with deviations from code provisions A2.1 of the Code.

Code Provision A2.1

Under the code provision A2.1, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual.

The Company does not have a separate chairman and CEO and Mr. Yip Yun Kuen holds both positions. The deviation is deemed necessary as, given the nature and size of the Company's business, it is at this stage considered to be more efficient to have one single person to hold both positions. The Board will review the current structure from time to time and shall make necessary arrangements when the Board considers appropriate.

為保持對該系統之持續監控，本集團已於年內成立一個內部審核部。該內部審核部負責對關鍵控制及程序進行定期監控。該等定期監控構成本集團系統之組成部分。

遵守最佳應用守則

於截至二零零六年十二月三十一日止年度，本公司一直遵守上市規則附錄十四所載之企業管治常規守則（「守則」），惟偏離守則之守則條文A2.1。

守則條文A2.1

根據守則條文A2.1，主席與行政總裁（「行政總裁」）之角色應有區分，並不應由一人同時兼任。

本公司並無區分主席及行政總裁，而葉潤權先生同時擔任此兩項職務。考慮到公司業務之性質及規模，在此階段由同一人出掌該兩職位乃被認為具較高效益，因此該項偏離乃被視為必須者。董事會將不時審閱現有架構，並於董事會認為適當時作出必要安排。