

THE BOARD

The Board comprises two Executive Directors, seven Non-Executive Directors and two Independent Non-Executive Directors whose biographical details are presented in the Profile of Directors section. The Board meets regularly to discuss overall strategic direction, financial performance, and significant operational matters that will affect the Group as a whole.

The roles of the Chairman and Managing Director are separate and distinct with a clear division of responsibilities since the Group's listing in 1997. At present, the Chairman and Managing Director are not subject to retirement by rotation at the annual general meeting. To enhance accountability of the Board, a proposal to modify the Company's Bye-laws to include all directors under the rotation plan will be put to the shareholders for approval at the annual general meeting in 2004.

AUDIT COMMITTEE

The Audit Committee has been established since 1999 and comprises the Chairman and the two Independent Non-Executive Directors. It meets not less than twice a year to review the financial reporting process and internal controls of the Group.

QUARTERLY RESULTS ANNOUNCEMENT

To enhance corporate transparency and to align with the practice of the Company's immediate holding company, CSA Holdings Ltd in publication of quarterly results, the Company has adopted the policy to announce its quarterly results starting from FY04 to provide more timely and updated information to shareholders.

ATTENDANCE RECORD

Attendance at Board meetings and Audit Committee meetings by individual Directors during FY04 are set out as below.

董事會

董事會成員包括兩名執行董事、七名非執行董事及兩名獨立非執行董事，彼等之履歷資料載於董事簡介一節。董事會定期舉行會議，討論整體策略方針、財務表現及影響本集團整體的重大經營事項。

自本集團於一九九七年上市以來，主席與董事總經理之職務一直獨立分開，職責亦明確劃分。主席及董事總經理目前毋須於股東週年大會輪值告退。為提升董事會的問責性，本公司將於二零零四年股東週年大會向股東提呈議案，以批准修訂本公司公司細則，以致輪值告退之安排涵蓋全體董事。

審核委員會

審核委員會於一九九九年成立，成員包括主席及兩名獨立非執行董事。審核委員會每年舉行最少兩次會議，以審閱本集團財務申報程序及內部監控。

季度業績公佈

為提高公司透明度及與本公司直接控股公司 CSA Holdings Ltd 公佈季度業績的慣例貫徹一致，本公司已於二零零四財政年度起採取政策，公佈其季度業績，以按時向股東提供最新資料。

出席記錄

董事會會議及審核委員會會議於二零零四財政年度之出席率載列如下。

		Number of meetings attended/ Number of meetings held 出席會議次數／舉行會議次數	
Name of directors	董事姓名	Board 董事會	Audit Committee 審核委員會
Executive directors			
Lai Yam Ting (Managing Director)	賴音廷 (董事總經理)	4/4	
Lau Ming Chi, Edward	劉銘志	4/4	
Non-executive directors			
Allen Joseph Pathmarajah (Chairman)	Allen Joseph Pathmarajah (主席)	4/4	2/2
Kuo Chi Yung, Peter (Deputy Chairman)	郭其鏞 (副主席)	3/4	
Tan Swee Hock, Sunny	陳瑞福	4/4	
Moo Kwee Chong, Johnny	巫貴昌	4/4	
Tan Suan Kheng, Esther	陳川琮	3/4	
Michael William Brinsford	Michael William Brinsford	4/4	
Samuel Timothy Hilbert	Samuel Timothy Hilbert	4/4	
Independent non-executive directors			
Hon Sheung Tin, Peter	韓相田	4/4	2/2
Li King Hang, Richard	李景衡	3/4	2/2