

Corporate Governance Report

The board of Directors of the Company (the "Board") is committed to achieving high standards of corporate governance. It believes that high standards of corporate governance provide a framework and solid foundation for achieving, attracting and retaining the high standard and quality of the Group's management, promoting high standards of accountability and transparency and meeting the expectations of all of the Group's various stakeholders.

The principles of corporate governance adopted by the Group emphasise a quality board, sound internal control, and transparency and accountability to all stakeholders.

The Company has complied with the Code of Best Practice of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year ended 31 December 2004 except that Non-executive Directors had no set term of office but retire on a rotation basis. The Company is now in full compliance with all code provisions of the new Code on Corporate Governance Practices of the Listing Rules.

Below are the corporate governance practices adopted by the Group.

THE BOARD

The Board is responsible for the oversight of the management of the Company's business and affairs of the organisation with the objective of enhancing shareholder value.

The Board, led by the Chairman, is responsible for the approval and monitoring of Group wide strategies and policies, approval of annual budgets and business plans, revaluating the performance of the Company, and oversight of management. The Management is responsible for the day-to-day operations of the Group under the leadership of the Managing Director.

As at 31 December 2004, the Board comprised fifteen Directors, including Chairman, two Deputy Chairmen (one of whom is also the Deputy Managing Director), Managing Director, Executive Director (Finance), six Executive Directors, three Independent Non-executive Directors and one Non-executive Director. Biographical details of the Directors appear under the Directors and Senior Management Section on pages 9 to 12.

For a Director to be considered independent, the Board must determine that the Director does not have any direct or indirect material relationship with the Group. In determining the independence of Directors, the Board follows the requirements set out in the Listing Rules.

The roles of the Chairman and the Deputy Chairmen are separate from that of the Managing Director. Such division of responsibilities helps to reinforce their independence and accountability.

Corporate Governance Report

THE BOARD (Continued)

The Chairman, assisted by the Deputy Chairmen, is responsible for providing leadership to, and overseeing, the functioning of the Board to ensure that the Board acts in the best interests of the Group so that Board meetings are planned and conducted effectively. The Chairman is primarily responsible for approving the agenda for each Board meeting, taking into account, where appropriate, matters proposed by other Directors for inclusion in the agenda. With the support of Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate and reliable information in a timely manner. The Chairman also actively encourages Directors to be fully engaged in the Board's affairs and make contribution to the Board's functions. To this end, in addition to the regular Board meetings, the Chairman holds meetings with the Non-executive Directors at least annually without the Executive Directors present. The Board, under the Chairman's leadership, have adopted good corporate governance practices and procedures and taken appropriate steps to provide effective communication with shareholders.

The Managing Director, assisted by the Deputy Managing Director, is responsible for managing the businesses of the Group, attending to the formulation and successful implementation of group policies and assuming full accountability to the Board for all group operations. Acting as the principal manager of the Group's businesses, the Managing Director attends to developing strategic operating plans that reflect the longer-term objectives and priorities established by the Board and is directly responsible for maintaining the operational performance of the Group. Working with the Deputy Managing Director and Executive Director (Finance), other Executive Directors and the executive management team of each core business division, he ensures that the Board is fully apprised of the funding requirements of the businesses of the Group and presents annual budgets to the Board for consideration and approval. The Managing Director, with the assistance of the Executive Director (Finance), ensures that the funding requirements of the businesses are met and closely monitors the operating and financial results against plans and budgets, taking remedial actions when necessary and advising the Board of significant developments and issues. He maintains an ongoing dialogue with the Chairman, the Deputy Chairmen and all Directors to keep them fully informed of all major business development and issues. He is also responsible for building and maintaining an effective executive team to support him in his role.

The Board meets regularly, and at least four times a year. Between scheduled meetings, senior management of the Group provides to the Directors information on a timely basis on the activities and development in the businesses of the Group and when required, additional Board meetings are held. In addition, Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors.

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THE BOARD (Continued)

The Board held four meetings in 2004 and one meeting to date in 2005 with an average attendance rate of 93.3%.

	Name of Director	Attended/Eligible to attend
Chairman	Fok Kin-ning, Canning	5/5
Executive Directors	Lai Kai Ming, Dominic (<i>Deputy Chairman</i>)	5/5
	Luk Tei, Lewis (<i>Deputy Chairman and Deputy Managing Director</i>)	5/5
	Ko Yuet Ming (<i>Managing Director</i>)	5/5
	Chow Woo Mo Fong, Susan	4/5
	Chow Wai Kam, Raymond	4/5
	Edith Shih	5/5
	Chan Wen Mee, May (Michelle)	5/5
	Endo Shigeru	5/5
	Cheung Wing Han, Miranda	5/5
	Tam Yue Man	4/5
Non-executive Director	Ronald Joseph Arculli ⁽¹⁾	3/5
Independent Non-executive Directors	Cheng Ming Fun, Paul	5/5
	Kwan Kai Cheong ⁽²⁾	2/2
	Lam Lee G. ⁽²⁾	2/2

Notes:

(1) *Re-designated from Independent Non-executive Director to Non-executive Director.*

(2) *Appointed as Independent Non-executive Directors on 27 September 2004.*

All Non-executive Directors are engaged on a service contract for a twelve-month period. All Directors are subject to re-election by shareholders at the annual general meeting following their appointment and at least every three years on a rotation basis. None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable by the Company within one year without payment of compensation (other than statutory compensation). Where vacancies exist at the Board, candidates are proposed and put forward to the Board for consideration and approval, with a view of appointing to the Board individuals with leadership capabilities so as to enable the Company to retain as well as improve its competitive position.

Upon appointment to the Board, Directors receive a package of orientation materials and attend extensive presentations given by senior executives to review the Group's businesses. Training and information are provided to Directors regularly to help ensure that Directors are aware of the latest changes in the commercial and regulatory environment in which the Group conducts its businesses.

Corporate Governance Report

THE BOARD (Continued)

In March 2004, the Board adopted the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules (the "Model Code") as the Group's code of conduct regarding Directors' securities transactions. All Directors confirmed that they have complied with the Model Code in their securities transactions throughout the year.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The following statements, which set out the responsibilities of the Directors in relation to the financial statements, should be read in conjunction with, but distinguished from, the Report of the Auditors on page 41 which acknowledges the reporting responsibilities of the Group's Auditors.

Annual Report and Accounts

The Directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group.

Accounting Policies

The Directors consider that in preparing the financial statements, the Group uses appropriate accounting policies that are consistently applied, and that all applicable accounting standards are followed.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Companies Ordinance and the applicable accounting standards.

Safeguarding Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Going Concern

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring that board procedures are followed and that activities of the Board are efficient and effective by assisting the Chairman to prepare agendas for meetings and by preparing and disseminating Board papers to the Directors and Board Committees in a timely and comprehensive manner.

Corporate Governance Report

COMPANY SECRETARY (Continued)

The Company Secretary is responsible for ensuring that the Board is fully briefed on all legislative, regulatory and corporate governance developments and that it has regard to them when making decisions. The Company Secretary is also directly responsible for the Group's compliance with the continuing obligations of the Listing Rules and Codes on Takeovers and Mergers and Share Repurchases, including publication and dissemination of Report and Accounts and interim reports within the periods laid down in the Listing Rules, timely dissemination of announcements and information relating to the Group to the market and ensuring that proper notification is made of Directors' dealings in securities of the Group.

The Company Secretary also advises the Directors on their obligations for disclosure of interests in securities, connected transactions and price-sensitive information and ensures that the standards and disclosures required by the Listing Rules are observed and, where required, reflected in the annual report of the Directors.

With respect to the Group secretarial function within the Group, the Company Secretary leads a team of qualified secretarial officers that maintains formal minutes for Board and other meetings.

In relation to connected transactions, regular briefings to legal counsels within the Group are made to ensure that such transactions are handled in compliance with the Listing Rules. Detailed analyses are performed on all potential connected transactions for presentation to directors of relevant companies for their consideration in approving transactions.

AUDIT COMMITTEE

The Audit Committee, comprises three Independent Non-executive Directors and one Non-executive Director who possess the appropriate business and financial experience and skills to understand financial statements. The Committee is chaired by Mr. Cheng Ming Fun, Paul and the other members of the Committee are Messrs. Ronald Joseph Arculli, Kwai Kai Cheong and Lam Lee G.

Under its terms of reference, the Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's preliminary results, interim results and annual financial statements, to monitor compliance with statutory and listing requirements, to review the scope, extent and effectiveness of the activities of the Internal Audit Department of the Group's holding company, to engage independent legal or other advisers as it determines is necessary and to perform investigations.

The terms of reference of the Audit Committee is published on the Group's website.

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AUDIT COMMITTEE (Continued)

The Audit Committee held three meetings in 2004 and one meeting to date in 2005.

Name of Member	Attended/Eligible to attend
Cheng Ming Fun, Paul (<i>Chairman</i>)	4/4
Ronald Joseph Arculli	3/4
Kwan Kai Cheong ⁽¹⁾	2/2
Lam Lee G. ⁽¹⁾	2/2

Note (1): Appointed as members on 27 September 2004.

Financial Statements

The Audit Committee meets and holds discussions with the Executive Director (Finance) and other senior management of the Group on the interim results, preliminary results announcement and Annual Report. The Committee reviews and discusses the management's reports and representations with a view to ensuring that the Group's consolidated financial statements are prepared in accordance with accounting principles generally accepted in Hong Kong. It also considers reports from the Group's principal external auditors, PricewaterhouseCoopers ("PwC"), on the scope and outcome of their independent review of the interim results and on their annual audit of the consolidated financial statements.

External Auditors

The Committee reviews each year a letter from PwC confirming their independence and objectivity and holds meetings with PwC to discuss the scope of their audit.

The Committee also makes recommendations to the Board on the appointment and retention of the external auditors.

The Group's policy regarding the engagement of PwC for the various services listed below is as follows:

- Audit services – includes audit services provided in connection with the audit of the consolidated financial statements. All such services are to be provided by external auditors.
- Audit related services – includes services that would normally be provided by an external auditor but not generally included in audit fees, for example, audits of the Group's pension plans, due diligence and accounting advice related to mergers and acquisitions, internal control reviews of systems and/or processes, and issuance of special audit reports for tax or other purposes. The external auditors are to be invited to undertake these services that they must or are best placed to undertake in their capacity as auditors.

Corporate Governance Report

AUDIT COMMITTEE (Continued)

External Auditors (Continued)

- Taxation related services – includes all tax compliance and tax planning services, except for those services which are provided in connection with the audit. The Group uses the services of the external auditors where they are best suited. All other significant taxation related work is undertaken by other parties as appropriate.
- Other services – includes, for example, audits or reviews of third parties to assess compliance with contracts, risk management diagnostics and assessments, and non-financial systems consultations. The external auditors are also permitted to assist management and the Internal Auditors of the Group's holding company with internal investigations and fact-finding into alleged improprieties. These services are subject to specific approval by the Audit Committee.
- General consulting services – The Group's policy is that the external auditors are not eligible to provide services involving general consulting work.

Review of Risk Management and Internal Control

The Committee reviews the process by which the Group evaluates its control environment and its risk assessment process, and the way in which business and control risks are managed. The Committee discusses with the Internal Auditors of the Group's holding company the work plan for their audits on the Group together with their resource requirements and considers the Internal Auditors' reports to the Committee on the effectiveness of internal controls in the Group business operations.

In reliance on these reviews and reports, the Committee makes a recommendation to the Board for approval of the consolidated financial statements for the year.

REMUNERATION COMMITTEE

The Remuneration Committee comprises three members with expertise in human resources and personnel emoluments. The Committee is chaired by the Chairman, Mr. Fok Kin-ning, Canning with Messrs. Kwan Kai Cheong and Lam Lee G., both Independent Non-executive Directors as members. The Committee meets towards the end of each year for the determination of the remuneration packages of Directors and senior management of the Group. In addition, the Committee also meets as and when required to consider remuneration related matters.

The responsibilities of the Remuneration Committee are to assist the Board in achieving its objective of attracting, retaining and motivating people of the highest calibre and experience needed to shape and execute strategy across the Group's substantial, diverse and international business operations. The Committee will assist the Group in the administration of a fair and transparent procedure for setting policies on the remuneration of Directors and senior management of the Group and for determining their remuneration packages. Terms of reference of the Committee which have been adopted by the Board are available on the Group's website.

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REMUNERATION COMMITTEE (Continued)

Prior to the establishment of the Committee in 2005, for 2004, consistent with the principles applied in the past, the remuneration of Directors and senior executives was determined with reference to the performance and profitability of the Group as well as remuneration benchmarks from other local and international companies and the prevailing market conditions. Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual's performance.

Recent developments in corporate governance regulations which have increased the responsibilities of Directors, coupled with the expansion of the businesses of the Group, have increased the time and effort required of Directors to perform their duties. Director's fees have thus been increased from HK\$38,000 in 2003 to HK\$70,000 for 2004.

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the affairs of the Company and its subsidiaries. The amounts paid to each Director of the Company for 2004 are as below:

Name	Fees HK\$'000	Basic Salaries, Allowances and Benefits- in-kind HK\$'000	Discretionary Bonuses HK\$'000	Provident Fund Contributions HK\$'000	Total Emoluments HK\$'000
Fok Kin-ning, Canning	70	–	–	–	70
Lai Kai Ming, Dominic	70	–	–	–	70
Luk Tei, Lewis	70	2,285	950	97	3,402
Ko Yuet Ming	70	2,520	1,680	108	4,378
Chow Woo Mo Fong, Susan	70	–	–	–	70
Chow Wai Kam, Raymond	70	–	–	–	70
Edith Shih	70	–	–	–	70
Chan Wen Mee, May (Michelle)	70	–	–	–	70
Endo Shigeru	70	–	–	–	70
Cheung Wing Han, Miranda	70	2,296	610	148	3,124
Tam Yue Man	70	2,316	950	99	3,435
Ronald Joseph Arculli ^{(1),(2)}	140	–	–	–	140
Cheng Ming Fun, Paul ^{(2),(3)}	140	–	–	–	140
Kwan Kai Cheong ^{(2),(3)}	37	–	–	–	37
Lam Lee G. ^{(2),(3)}	37	–	–	–	37
Total:	1,124	9,417	4,190	452	15,183

Notes:

- (1) Non-executive Director.
 (2) Members of the Audit Committee.
 (3) Independent Non-executive Directors.

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INTERNAL CONTROL AND GROUP RISK MANAGEMENT

Introduction

The Board has overall responsibility for the Group's system of internal control and for the assessment and management of risk.

In meeting its responsibility, the Board seeks to increase risk awareness across the Group's business operations and has put in place policies and procedures, including the parameters of delegated authority, which provide a framework for the identification and management of risk. Reporting and review activities include the review of Executive Directors and the Board and approval of detailed operational and financial reports, budgets and plans provided by the management of the business operations, the review by the Board of actual results against the budgets, the reviews by the Committees of the Board, the ongoing work of the Internal Audit and Risk Management Departments of the Group's holding company, as well as the regular business reviews by Executive Directors and the executive management team of each core business division.

Whilst these procedures are designed to identify and manage risks that could adversely impact the achievement of the Group's business objectives, they do not provide absolute assurance against material mis-statement or loss.

Internal Control Environment

The Board is overall responsible for monitoring the operations of the businesses within the Group. Executive Directors are appointed to the boards of all significant material operating subsidiaries and associates to attend their board meetings and to oversee the operations of those companies. Monitoring activities include the review and approval of business strategies, budgets, and plans, and the setting of key business performance targets. The executive management team of each core business division is accountable for the conduct and performance of each business in the division within the agreed strategies and similarly the management of each business is accountable for its conduct and performance.

The Group's internal control procedures include a comprehensive system for reporting information to the executive management teams of each core business and the Executive Directors.

Business plans and budgets are prepared annually by the management of individual businesses and subject to review and approval by both the executive management teams and the Executive Directors as part of the Group's five-year corporate planning cycle. Budgets are reforecast on a quarterly basis and reviewed for differences to the budget and approval. When setting budgets and forecasts, management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks.

The Executive Directors review monthly management reports on the financial results and key operating statistics of each business and hold monthly meetings with the executive management team and senior management of business operations to review these reports, business performance against budgets, forecasts, significant business risk sensitivities and strategies. In addition, each month the finance managers of business operations attend meetings with the Executive Director (Finance) and members of the Group Finance team to review monthly performance and to address accounting and finance related matters.

Corporate Governance Report

INTERNAL CONTROL AND GROUP RISK MANAGEMENT (Continued)

Internal Control Environment (Continued)

The Group maintains a centralised cash management system for its subsidiary operations and the Group's Finance Department oversees the Group's investment and lending activities. A treasury report is distributed weekly to report on the Group's cash and liquid investments, borrowings and movements thereof.

The Executive Director (Finance) has established guidelines and procedures for the approval and control of expenditures. Operating expenditures are subject to overall budget control and are controlled within each business with approval levels for such expenditures being set by reference to each executive's and officer's level of responsibility. Capital expenditures are subject to overall control within the annual budget review and approval process and, more specific control and approval prior to commitment by the Executive Director (Finance) or other Executive Directors for material expenditures within the approved budget, and also unbudgeted expenditures. Quarterly reports are reviewed comparing actual against budgeted and approved expenditures.

The General Manager of the Internal Audit Department of the Group's holding company, reporting directly to the Audit Committee, provides independent assurance as to the existence and effectiveness of the risk management activities and controls in the Group's business operations worldwide. Using risk assessment methodology and taking into account the dynamics of the Group's activities, internal audit derives its yearly audit plan. The plan is reviewed by the Audit Committee, and reassessed during the year as needed to ensure that adequate resources are deployed and the plan's objectives are met. Internal Audit Department of the Group's holding company is responsible for assessing the Group's internal control system, formulating an impartial opinion on the system, and to report its findings to the Audit Committee, the Executive Director (Finance) and the senior management concerned and also to follow up on all reports to ensure that all issues have been satisfactorily resolved. In addition, a regular dialogue is maintained with the Group's external auditors so that both are aware of the significant factors which may affect their respective scope of work.

Depending on the nature of business and risk exposure of individual business units, the scope of work performed by the internal audit function includes financial and operations reviews, recurring and surprise audits, fraud investigations and productivity efficiency reviews.

Reports from the external auditors on internal controls and relevant financial reporting matters, are to be presented to the General Manager of the Internal Audit Department of the Group's holding company, and, as appropriate to the Executive Director (Finance). These reports are reviewed and appropriate actions are taken.

GROUP RISK MANAGEMENT

The Managing Director and the Group Risk Management Department of the Group's holding company have the responsibility to develop and implement risk mitigation strategies including the use of insurance to transfer the financial impact of risk. The Group Risk Management Department of the Group's holding company working with the business operations worldwide is responsible for arranging appropriate insurance coverage and organising Group wide risk reporting.

Corporate Governance Report

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHTS

The Group actively promotes investor relations and communications by setting up regular briefing meetings with the investment community when the interim and year end financial results are announced. The Group, through the Deputy Managing Director, responds to request for information and queries from the investment community.

The Board is committed to providing clear and full performance information of the Group to shareholders through the publication of interim and annual reports. In addition to dispatching circular, notices, financial reports to shareholders, additional information is also available to shareholders through Corporate Information on the Group's website.

Shareholders are encouraged to attend the annual general meeting for which at least 21 days' notice is given. The Chairman and Directors are available to answer questions on the Group's businesses at the meeting. All shareholders have statutory rights to call for special general meetings and put forward agenda items for consideration by shareholders. All substantive resolutions at the annual general meeting are decided on a poll. The poll is conducted by the Group's Registrars and the results of the poll are published on the Group's website. Financial and other information is made available on the Group's website, which is regularly updated.

The Group values feedback from shareholders on its effort to promote transparencies and foster investor relationships. Comments and suggestions are welcome and can be addressed to the Deputy Managing Director by mail or by e-mail to the Group's website.

By Order of the Board

Edith Shih

Director and Company Secretary

Hong Kong, 21 March 2005