



公司管治 CORPORATE GOVERNANCE

本公司於截至二零零五年九月三十日止年度除非執行董事沒有固定任期外，全年一直遵守聯交所證券上市規則（「上市規則」）附錄14所載之最佳應用守則。此外，本公司致力維持高度之公司管治水平，確保集團具透明度並保障股東權益。為達此目的，本公司透過參考上市規則附錄十四內的企業管治常規守則（「企業管治守則」）中所載守則條文，在確保可行並顧及本公司經濟效益及股東權益下，採納可行之企業管治守則。本公司已採納之企業管治守則如下：

董事會

董事會由四位執行董事及三位獨立非執行董事組成。董事會主要對股東負責。

執行董事包括主席周德雄先生、副主席周煥燕女士、董事總經理周彩花女士及黃少華女士共同負責本集團之整體管理運作工作。各執行董事均有固定任期，除主席外，各執行董事均依本公司章程輪席退任。

三位獨立非執行董事負責確保董事會在財務及其他強制匯報方面達致嚴格標準，並提供足夠制衡以維護一般股東及本集團的整體利益。各獨立非執行董事沒有固定任期，惟均依本公司章程輪席退任。

本集團相信現時之董事會架構最適合本集團現時業務運作及對股東利益最為有利，但本集團將會定期檢討董事會架構以適應任何改變。

Throughout the year ended 30 September 2005, the Company (except that the non-executive director has no fixed terms of office), has complied with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). In addition, the Group is committed to maintaining a high standard of corporate governance in order to provide transparency and protection of shareholders' interest. With reference to the code provision set out in the Code of Corporate Governance Practices ("Corporate Governance Code") contained in Appendix 14 of the Listing Rules, with due consideration of the interest of shareholders and the economic benefit of the Company, the Company has adopted relevant Corporate Governance Code as follows:

BOARD OF DIRECTORS

The Board of Directors (the "Board") comprises of four executive directors and three independent non-executive directors and the Board is accountable to shareholders.

Four executive directors including Mr. Chow Tak Hung, Chairman of the Board, Ms. Chow Woon Yin, Deputy Chairman of the Board, Ms. Chau Choi Fa, Managing Director of the Board and Ms. Wong Siu Wah are all responsible for the overall management of the Group in respect of their expertise experience. All executive directors have fixed terms of office and except for the Chairman of the Board, all are retired in accordance with the Bye-law of the Company.

Three independent non-executive directors are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as to provide a balance in the Board in order to protect shareholders' interest and overall interest of the Group. There is no fixed term of office for each independent non-executive director but each of them is retired in accordance with the Bye-law of the Company.

The Group believes that such a structure of the Board is most suitable for the Group's existing operation and is most beneficial to shareholders' interest. However, a review of the structure will be done regularly to see if any changes are needed.

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首席財務總監

首席財務總監王凱莉小姐負責按照香港普遍採納之會計原則編制中期及全年財務報表，確保財務報表公平呈列本集團之業績及財務狀況，並符合香港公司條例之披露規定、上市規則及其他適用法律及規例之規定。首席財務總監向審核委員會主席負責，並定期與本集團核數師聯絡。首席財務總監亦負責本集團之財務風險管理及本集團之投資者關係事務。

公司秘書

公司秘書陳國安先生直接向董事會負責。公司秘書之職責為確保董事會議事程獲得遵從，以及確保本公司符合適用法律及規例之規定。公司秘書亦負責就董事披露證券權益之責任，並就有關須予公佈交易、關連交易及可影響股價資料之披露規定向董事會提供意見。公司秘書亦協助董事會落實及加強公司管治常規，以提升股東之長遠價值。

董事委員會

為進一步加強公司管治，本公司於二零零五年九月三十日成立薪酬委員會及提名委員會，加上審核委員會來協助董事會履行職務。各董事委員會均有界定之職責及職權範圍，並獲授權就屬於其職權範圍之事宜作出決定。

審核委員會成員為三位獨立非執行董事，委員會主席為葉棣謙先生。委員會職權範圍與香港會計師公會頒布之「審核委員會有效運作指引」及企業管治守則相符。委員會向董事會提供有關會計及財務意見及

CHIEF FINANCIAL OFFICER

Ms. Wong Hoi Li, the Chief Financial Officer (“CFO”) of the Company is responsible for preparing interim and annual financial statements based on generally accepted accounting principles in Hong Kong and ensuring that the financial statements truly reflect the Group’s result and financial position as well as in compliance with Hong Kong Companies Ordinance, the Listing Rules and other relevant laws and regulations. The CFO is also accounted for the Audit Committee and co-ordinate with auditors on a regularly basis. In addition, the CFO will monitor the financial risk of the Group and maintain investors’ relationship.

COMPANY SECRETARY

Mr. Chan Kwok On, Company Secretary (“CS”) reports directly to the Board and ensures Board meetings are properly held and are in accordance with relevant laws and regulations. The CS is also responsible for ensuring that the directors’ obligations on disclosure of interest in securities, disclosure requirement of notifiable transactions, connected transactions and price-sensitive information are disclosed properly. In addition, the CS assists the Board in the implementation of Corporate Governance Code.

BOARD COMMITTEES

As part of the efforts to enhance corporate governance of the Company, a Remuneration Committee and a Nomination Committee was set up on 30 September 2005 in addition to the existing Audit Committee (“AC”). Each committee has its defined responsibilities and authorities to discharge its duty.

The Audit Committee comprises of three independent non-executive directors and is chaired by Mr. Yip Tai Him. The terms of reference of the AC are aligned with the recommendations as set out in “A Guide for Effective Audit Committee” issued by the Hong Kong Institute of Certified Public Accountants and the code provisions as set out in the Corporate Governance Code. The AC provides accounting



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建議，並監察與核數師有關之事宜，確保核數師之獨主性。

薪酬委員會成員包括一名執行董事周德雄先生及兩名獨立非執行董事劉宇新博士與葉棣謙先生。周先生為薪酬委員會主席。薪酬委員會主要職責為審閱及制定董事之薪酬政策。

提名委員會成員包括一名執行董事周德雄先生及兩名獨立非執行董事葉棣謙先生與林國昌先生。周先生為提名委員會主席。提名委員會主要職責為提名具潛質人士出任董事、審閱董事提名及就有關委任向董事提供意見及建議。

會計系統及內部監控

本集團之會計系統及內部監控乃為確保資產不會在未授權下被挪用及交易乃按照董事及管理層之授權進行、確保會計記錄之可靠性及財務報告之公平真實。

董事之證券交易

本公司採納上市規則附錄十所載的上市公司董事進行證券交易守則，作為董事證券交易的行為守則。

董事會將不時檢討本公司之公司管治及本集團之運作，務求符合有關之規定及保障股東之權益。

and financial advice and recommendations to the Board as well as monitoring and safeguarding the independence of external auditors and relevant auditing matters.

The Remuneration Committee ("RC") comprises of one executive director, Mr. Chow Tak Hung, and two independent non-executive directors, Dr. Lau Yue Sun and Mr. Yip Tai Him. Mr. Chow takes the chair of the RC. The main responsibility of the RC is to review and determine the remuneration of each director.

The Nomination Committee ("NC") comprises of one executive director, Mr. Chow Tak Hung and two independent non-executive directors, Mr. Yip Tai Him and Mr. Lam Kwok Cheong. Mr. Chow takes the chair of the NC. The main responsibility of the NC is to nominate potential candidates for directorship, review the nominations and make recommendations to the Board.

ACCOUNTING SYSTEMS AND INTERNAL CONTROL

The accounting systems and internal control of the Group are designed to prevent any misappropriation of the Group's assets, any unauthorized transactions as well as to ensure the accuracy of the accounting records and the true and fairness of the financial statements.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions.

The Board will review regularly the Group's operation and corporate governance of the Company in order to ensure the compliance of relevant laws and regulations and protect the interest of shareholders.