

# 企業管治報告 Report on Corporate Governance

本公司致力達到最高的企業管治水平，重點為擁有一個有實力而盡職的董事會，並提高對股東的透明度。本公司已經採納優良的管治與披露常規，並不斷改良該等常規，建立高度操守的企業文化。

本公司於二零零五年度全年均遵守《香港聯合交易所有限公司證券上市規則》(以下簡稱「上市規則」)有關企業管治常規守則的規定。以下為本公司採納的企業管治常規。

## 董事會

董事會在主席領導下，負責批准及監察公司的整體策略和政策、批准年度預算和業務計劃、評估公司表現以及監督管理層的工作。

公司董事會由七位董事組成，包括主席、董事總經理、兩位執行董事、三位獨立非執行董事。按照上市規則的規定，董事須經董事會確定與公司並無任何直接或間接的重大關係，方會被視為具有獨立性。

董事會定期開會，並每年至少舉行兩次會議。董事會於二零零五年舉行了四次會議，並於二零零六年初舉行了一次會議，董事出席率為100%。

所有董事獲委任後須於股東週年大會上應選連任，並且每三年輪值告退一次。如有董事空缺，建議之董事人選會被提交予董事會審批，旨在委任具領導才能的人士為董事，以保留並提升本公司的競爭力。

We seek to achieve the highest standards in corporate governance, the cornerstone of which is to have an experienced and committed board, and to enhance transparency for shareholders. The Company has already adopted a well accepted disclosure system, and will keep improving such system, so as to nurture a corporate culture reaching high ethical standards.

Throughout the course of 2005, the Company complied with the requirements of the “Code on Corporate Governance Practices” of the Rules Governing the Listing of Securities on the SEHK (hereinafter called “Listing Rules”). The following is an outline of the corporate governance practices adopted by the Company.

## Board of Directors

Under the stewardship of the chairman, the board of directors is charged with the responsibility of sanctioning and oversight of the overall Company strategic plans and policies, approving annual budget and business plans, evaluating Company performance, as well as supervising of the work of the Company’s management.

A total of seven directors serve on the board, including the chairman, managing director, two executive directors, and three non-executive directors. In accordance with the requirements contained in the Listing Rules, directors must be vetted by the board to have no direct or indirect relationships with the Company before deemed independent.

The board of directors shall meet in set intervals, and convene at least two annual meetings. Our board of directors had met four times in the course of 2005, and has already convened one meeting at the beginning of 2006, with 100% attendance.

Subsequent to the appointment, all directors must avail themselves for election in the general meeting of shareholders in order to be able to continue to serve their terms, and should stand down in rotation once every three years. In the event of vacancy in the board of directors, recommended candidate should be referred to the board of directors for approval, with a view to appointing the person possessing leadership abilities, in the process enhancing the Company’s competitiveness.

於二零零五年一月，董事會採納《上市公司董事進行證券交易的標準守則》(以下簡稱「標準守則」)作為公司有關董事進行證券交易的紀律守則。二零零五年度內，公司董事均無證券交易行為。

### 主席與董事總經理

董事會主席與董事總經理分別由趙惠芝女士和賀江川先生擔任，為兩個明確劃分的不同職位。

主席負責領導與監管董事會的運作，有效地規劃董事會會議，確保董事會以符合公司最佳利益的方式行事。主席應積極鼓勵董事全面參與董事會的事務並對董事會的職能作出貢獻。為此，除定期之董事會會議外，主席與獨立非執行董事至少每年在沒有執行董事出席的情況下，舉行一次會議。在主席的領導下，公司董事會已採取良好的企業管治實務和程式，並採取適當步驟與股東保持有效溝通。

董事總經理負責管理公司的業務，以及制定與實施公司政策，並就公司整體營運向董事會負有責任。公司董事總經理跟其他執行董事與各核心業務部門的行政管理隊伍通力合作，確保董事會全面瞭解公司業務的資金需求，並提呈年度預算供董事會審批。公司董事總經理在公司財務總監協助下，確保業務的資金需求得到充足供應，同時根據計劃與預算密切監察公司營運與財務業績，必要時採取補救措施，並就

In January 2005, the board adopted the Model Code for Securities Transactions by Directors of Listed Issuers (hereinafter called "Model Code") as the disciplinary rule governing securities dealing by company directors. During the year, none of the directors of the Company had dealt in securities of the Company.

### The Chairman and Managing Director

The positions of the chairman of the board and the managing director are held respectively by Ms. ZHAO Hui-Zhi and Mr. HE Jiang-Chuan. These positions have clearly defined separate responsibilities.

The chairman is responsible for leading and supervising the operations of the board of directors, effective planning of board meetings, ensuring the board of directors is acting to the best interests of the Company. The chairman shall proactively encourage directors to fully participate in board business and to make contributions to the functioning of the board. To this end, the board of directors meets at set intervals while the chairman must meet at least once annually with the independent non-executive directors without the presence of the executive directors. Under the stewardship of the chairman, our board of directors has adopted well accepted practices and procedures in corporate governance, and has undertaken appropriate measures to maintain effective channels of communication with the shareholders.

The managing director is responsible for the administration of the company business, as well as to formulate and implement company policies, and answerable to the board of directors in relation to the Company's overall operation. The managing director works in close association with the other executive directors and the administrative and managerial team of each core business department of the Company, ensuring the board of directors is made fully aware of the funding needs of the business operation of the Company and to submit an annual budget to the board of directors for approval. Assisted by the financial controller, the Company's managing director ensures the funding needs of the business operation the Company are sufficiently met and at the same time, closely monitors the operation and financial standing of the Company according to the business plans and budget of the Company, and to take remedial measures as the circumstance requires, and

重大發展與事情向董事會提供意見。公司董事總經理應與主席和所有董事保持溝通，確保他們充分瞭解公司所有重大的業務發展與事情，並負責建立與維持高效率的行政隊伍以支援其履行職責。

### 董事就財務報表所承擔的責任

董事有責任在會計部門的支援下，為公司每個財政年度編製財務報表，並確保在編製財務報表時貫徹應用適當的會計政策及遵守由香港會計師公會頒佈的會計準則，以真實及公平的報告本公司狀況。

### 審核委員會

審核委員會由三位獨立非執行董事組成，他們均具備瞭解財務報表所需的商業與財務技巧及經驗。委員會由孟焰先生擔任主席，其他成員為余勁松先生與符耀文先生。

審核委員會的職責範圍包括提議聘請或更換外部審計機構、監督公司內部審計制度及實施、審核公司的財務資訊及其披露、審查公司內控制度、負責內部審計與外部審計之間的溝通。(審核委員會的職權範圍登載於本公司網站)

審核委員會於二零零五年舉行了兩次會議，審閱公司二零零五年度中期業績報告及年度審計溝通。

to offer opinions to the board of directors on substantive matters relating to company development and business operations. The managing director is required to keep in close liaison with the chairman and other members of the board, ensuring that the latter are well briefed on all substantive matters relating to Company's development and business operations, and taking a leading role in building and maintaining a highly efficient administrative support team to help him or her to discharge the assigned duties in this position.

### Accountability of Directors on Company Financial Statements

Company directors are charged with the responsibility to compile company financial statements in each financial year with supports from the accounting departments, and to ensure that the relevant accounting practices are observed and policies implemented and the accounting standards issued by the Hong Kong Institute of Certified Public Accountants are complied with in the compilation of such financial statements and to report the financial standing of the Company in a factual and unbiased manner.

### Audit Committee

The audit committee is made up of three independent non-executive directors with the necessary accounting skills and experience to understand and interpret financial statements. This committee is chaired by Mr. MENG Yan, the other members are Mr. YU Jing-Song and Mr. FU Yiu-Man, Peter.

The function of the audit committee is to appoint and replace independent external auditors, oversee and implement internal company auditing systems, verify company financial information disclosure, examine internal control systems of the Company, and to take charge and act as a conduit between internal and external auditing functions. (Refer to details published in the Company's website for the function of the audit committee)

The Company's audit committee held two meetings in 2005 to examine the interim report and to coordinate the annual audit.

### 薪酬委員會

薪酬委員會由三位獨立非執行董事組成。委員會由孟焰先生擔任主席，另兩位成員為余勁松先生與符耀文先生。

薪酬委員會的職責範圍包括研究董事與經理人員考核的標準，進行考核並提出建議，以及研究和審查董事、高級管理人員的薪酬政策與方案。（薪酬委員會的職權範圍登載於本公司網站）

### 戰略委員會

戰略委員會的主要職責是對公司長期發展戰略和重大投資決策進行研究並提出建議。公司戰略委員會目前由孟焰先生、余勁松先生、符耀文先生組成。

### 外聘核數師

公司的外聘核數師為羅兵咸永道會計師事務所。該會計師事務所不會受聘從事非審計工作，以保持其獨立性。外聘核數師受聘從事的工作必須為本公司帶來明確的效益和增值作用，而且不會對其審計工作的獨立性或獨立形象構成負面影響。核數師酬金披露於財務報表附註 23。

### Remuneration Committee

The remuneration committee comprises three independent non-executive directors, and is chaired by Mr. MENG Yan, with the other two members being Mr. YU Jing-Song and Mr. FU Yiu-Man, Peter.

The function of the remuneration committee is to study the assessment standards for directors and managerial staff, and to carry out the assessment and to make recommendations, as well as studying and examining the remuneration schemes for directors and senior management personnel. (Refer to the Company's website for details of the function of the Remuneration Committee)

### Strategic Committee

The principal function of the strategic committee is to carry out research into and make recommendations on the Company's long-term development strategies and major investment decisions. This committee currently consists of Mr. MENG Yan, Mr. YU Jing-Song, and Mr. FU Yiu-Man, Peter.

### Appointment of External Auditors

The independent external auditors currently appointed by the Company are PricewaterhouseCoopers. In order to maintain its independence, this firm does not take on non-audit assignments. The work the independent external auditors are engaged to perform must produce measurable returns and values added to the Company and should not cause adverse effects to the independence and independent standing of its audit function. The amount of the external auditors' remuneration is disclosed in note 23 to the financial statements.



## 內部監控

董事會全權負責監察公司旗下業務單位的運作。董事會委派適當人員加入所有經營重點業務的附屬公司與聯營公司的董事會，以出席其董事會會議來監察該等公司的運作。每項業務的管理層須為其業務運作與表現承擔問責。

公司財務總監要為開支的批准與控制訂立指引與程式。營業支出均須根據整體預算作出監管，並由各個業務按與各行政人員及主任的職責輕重相稱的開支批核水平進行內部監控。資本性支出須按照年度預算審訂與批核程式進行全面監控，在經批核預算之內的重重大資本性支出，以及未列入預算案的開支，則須於投入之前由公司財務總監或其他執行董事作出更具體的監管與批核。

## 投資者關係及股東權益

公司於中期與年度財務業績公佈後，主動為投資界人士安排定期簡報會，藉此促進投資者關係與雙向溝通。公司並透過投資者關係經理回應索取資訊的要求與投資界人士的查詢。

公司鼓勵股東出席股東週年大會。主席與董事均出席大會，以解答股東對有關公司業務的提問。公司網站並登載定期更新的公司財務與其他資料，以隨時供股東查閱。

## Internal Monitoring Control

The board of directors has the ultimate responsibility in overseeing the operation of all business units under the company's management. The board of directors shall appoint suitably qualified personnel to serve on the board of all subsidiary and joint-stock/co-managed firms operating in key business areas, attending board meetings to oversee the operation of such firms. The management in each business area is accountable for the operation and performance of the business under its area of responsibility.

The financial controller is required to prepare guidelines and procedures for the approval and control of expenditure. All business expenditure must be monitored and controlled according to overall corporate budget, and internally controlled by business centres against the approval level appropriate to the level of responsibilities of the various administrative personnel and departmental heads. Capital expenditure must be subject to comprehensive monitoring and control in accordance with the annual budget preparation and allocation procedures, major items of capital expenditure within allocation approval limits as well as un-committed items must be subject to further detailed monitoring and examination by the financial controller or other executive directors before the projects can be initiated.

## Investor Relations and Shareholder Interest

After publication of the Company's interim and annual financial results, the Company has proactively arranged briefing sessions for people from the investment industry at regular intervals, using the opportunity to promote investor relations and two-way communication. Through the investor relations manager, the Company responds to information requests and inquiries by people from the investment industry.

The Company encourages shareholders to participate in shareholders' annual general meeting, in which the chairman and directors will be on hand to answer questions by shareholders on the business operations. The Company website also carries periodically updated financial and other data of the Company, which the shareholders can browse and look through.

回顧二零零五年度，根據上市規則新企業管治常規守則的規定，本公司已對自身的企業管治實務及有關的滙報方式做出了重大的修訂，並且還將根據不斷更新的規管變化、公司的發展趨勢，以及股東反饋的意見，繼續致力於提高公司管治水平，以確保公司的穩健發展及增加股東價值。

Looking in retrospect at 2005, the Company has implemented significant changes to the practices of its corporate governance as well as the content and format of the relevant reports in accordance with stipulations contained in the Listing Rules with respect to conventions of corporate governance for enterprises, and will also continue to dedicate efforts into improving the standard of our corporate governance according to ongoing regulatory changes, company development trend, and feedback opinions from shareholders, ensuring stable and healthy growth for the Company while adding value for shareholders.

承董事會命

By Order of the Board

**郭川**

**GUO Chuan**

公司秘書

*Company Secretary*

中國•北京 二零零六年三月十五日

Beijing, the PRC, 15th March 2006