

Corporate Governance Report

企業管治報告

The Company's goal is to continue to increase its transparency to shareholders and the public and to strive to maintain a high standard of corporate governance. The principles of corporate governance adopted by the Group emphasize a Board with high quality, sound internal control, transparency, accountability and independence.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the applicable code provisions of the Code on Corporate Governance Practice contained in Appendix 14 to the Listing Rules (the "Corporate Governance Code") for the period since the Listing.

THE BOARD

Board Functions

The Board has the duty of promoting of the success of the Company by directing and guiding its affairs in an accountable and effective manner. Board members have a duty to act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

The types of decisions which are to be taken by the Board include:

1. Setting the Company's mission and values;
2. Formulating strategic directions of the Company;
3. Reviewing and guiding corporate strategy; setting performance objectives and monitoring implementation and corporate performance;
4. Monitoring and managing potential conflicts of interest of management, board members; and
5. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for monitoring risk, financial control, and compliance with the law.

本公司目標為持續提高其對股東及公眾之透明度及努力保持高標準之企業管治。本集團所採納之企業管治原則著重於高質素之董事會、健全之內部控制、具透明度、問責及具獨立性。

企業管治常規守則

上市規則附錄14所載之企業管治常規守則(「企業管治常規守則」)於本年報所覆蓋之大部分會計期間適用於本公司。本公司自上市後之會計期間已遵守上市規則附錄14所包含之企業管治常規守則(「企業管治守則」)中適用之守則條文。

董事會

董事會之職能

董事會有責任透過對本公司各事務作出可靠及有效之指導及指引，推動本公司之成功。董事會成員有責任以真誠、盡責、審慎及符合本公司及其股東之最佳利益之方式行事。

須由董事會作出之決定包括：

1. 制定本公司之使命及價值；
2. 規劃本公司之策略方向；
3. 審閱及指引企業策略；設定業績目標及監督實行情況與企業表現；
4. 監督及管理管理層與董事會成員之間潛在利益衝突；及
5. 確保企業會計及財務報告制度(包括獨立審核)之完善以及落實適當之控制體系，特別是監控風險、財務控制及合規方面。

BOARD COMPOSITION AND PRACTICES

The Board comprises seven executive Directors and three independent non-executive Directors. The names, biographical details of the Directors and the relationships among them are set out in the “Directors and Senior Management Profile” section on pages 21 to 28 of this annual report.

The roles of the chairman (Ms Yeung Man Ying) are separated from those of the chief executive officer (Mr Tsang Hen Loon, Raymond) in order to reinforce their respective independence, accountability and responsibility. The chairman is responsible for developing strategic direction and development of the Group and the chief executive officer, working with and supported by the executive Directors, is responsible for managing the Group's business affairs, including the implementation of strategies adopted by the Board and attending to the formulation and successful implementation of Group's policies and assuming full accountability to the Board for all Group's operations.

The non-executive Directors, all being independent, contribute to the Company with diversified industry expertise, advise the management on strategy development and ensure that the Board maintains high standard of financial and other mandatory reporting as well as provide adequate checks and balances to safeguard the interests of shareholders and the Company as a whole. The Company has received a written confirmation from each of independent non-executive Directors confirming that he has met the criteria set out in Rule 3.13 of the Listing Rules regarding the guidelines for the assessment of independence of directors.

Specific tasks that the Board delegates to the Group's management include the implementation of strategies and decisions approved by the Board and the preparation of accounts for approval by the Board before public reporting.

The Company has arranged for appropriate liability insurance for 2005 to indemnify its directors for their liabilities arising out of corporate affairs. The insurance coverage is reviewed annually.

董事會之組成及運作

董事會由七名執行董事及三名獨立非執行董事組成。董事之姓名、個人資料詳情及彼此之相互關係載於本年度報告第21頁至第28頁之「董事及高級管理人員」一節。

主席(楊文英女士)及行政總裁(曾憲龍先生)之角色分立，以強化各自之獨立性、問責性及職責。主席負責為本集團發展策略性方向和本集團之發展。行政總裁在執行董事支持下與執行董事共同負責管理本集團之業務事宜，包括實行董事會採納之策略、參與規劃及成功實施集團政策以及就集團之所有營運向董事會負全責。

非執行董事均為獨立身份，彼等就策略發展向本公司提供各行業之專業建議及向管理層提供建議，確保董事會保持高標準之財務及其他強制性報告，以及為保障股東及本公司之整體利益提供足夠之控制及制衡。本公司已收到每位獨立非執行董事就其與本公司之獨立性發出之書面確認，確認彼已符合上市規則第3.13條規定所載之標準，內容關於董事之獨立性之評估指引。

董事會授權本集團管理層之特別任務包括執行董事會批准之策略及決策，以及編製賬目，以於公佈前待董事會批准。

本公司已就二零零五年安排適當之責任保險，以就董事因各種企業事宜產生之責任提供彌償保證。該等保險每年進行檢討。

NOMINATION OF DIRECTORS

The Company does not have a Nomination Committee. The Board is responsible for nominating appropriate person, either to fill casual vacancy or as an addition to the existing Directors for election by shareholders at the general meeting. All the Company's existing Directors were appointed prior to the Listing and since the Listing, the Board did not have any meeting to nominate any new Director for appointment.

As and when circumstances required, the Board will meet to discuss nomination of directors. In considering the suitability of a candidate for directorship, the Board will consider criteria such as the candidate's qualifications, experience, expertise and knowledge as well as the requirements under the Listing Rules.

To reflect the Corporate Governance Code, a special resolution will be proposed at the Annual General Meeting to amend Bye-law 86(2) of the Bye-Laws of the Company such that any Director appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting.

The re-election procedure set out in the Bye-laws of the Company provides that one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years at each annual general meeting. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation will be those who have been longest in office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those retire will (unless they otherwise agree among themselves) be determined by lot.

董事之提名

本公司不設提名委員會。董事會負責提名合適人選填補空缺或作為現有董事以外之新增委任，以供股東於股東大會上選舉。所有本公司之現有董事於上市前已獲委任，自上市以來，董事會並無舉行任何會議提名委任任何新董事。

於情況有需要時，董事會將舉行會議，以討論提名董事之事宜。於考慮董事候選人之合適程度時，董事會將考慮候選人之履歷、經驗、專業知識及知識等準則，以及根據上市規則之規定作出委任。

為反映企業管治常規守則，將於股東周年大會上提呈一項特別決議案，以訂修本公司之公司細則第86(2)條，以使董事會所委任之任何董事之任期只直至本公司下屆股東大會(如為填補臨時空缺)或直至本公司下屆股東周年大會(如為董事會新增董事)，並符合資格在有關大會上膺選連任。

載於本公司公司細則內之重選之程序訂明，於每屆股東周年大會上，當時三分之一之董事(或如其數目並非三之倍數，則以最接近但不少於三分之一之數目為準)須輪席告退，惟每名董事須最少每三年告退一次。退任董事符合資格膺選連任，並於其告退之大會期間繼續擔任董事。輪席告退之董事將為自上次重選或獲委任以來在任最久之董事，惟於同一日獲委任或重選為董事之人士而言，將以抽籤方式(除非彼等互相協定)決定應予告退之人士。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements, the Directors have selected appropriate accounting policies, applied them consistently, made judgments and estimation that are prudent, fair and reasonable, ensured all applicable accounting standards are followed and prepared the financial statements on a going concern basis. The Directors are also responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy at any time 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.

The Board held four meetings in 2005.

The attendance record of individual Directors are set out below:

董事於財務報表之責任

董事負責編製每一財務期間之財務報表。財務報表應真實公平地反映本集團狀況及期間之業績和現金流。編製財務報表時，董事選用適當之會計原則並貫徹執行，作出審慎、公平及合理之判斷及估計，採用所有適用之會計準則並採取持續經營基準編製財務報表。董事亦須負責確保本集團保存會計記錄，該等記錄須於任何時間合理準確地披露本集團之財務狀況，並可據此按香港公司條例及適用之會計準則編製財務報表。

董事會於二零零五年舉行了四次會議。

個別董事之出席記錄如下：

	Attended/Total number of meetings in 2005		
	Name of Director		出席次數／二零零五年舉行的會議總數
	董事姓名		
Chairman 主席	Yeung Man Ying	楊文瑛	3/4
Executive Directors 執行董事	Wong Cho Tung	王祖同	4/4
	Tsang Hen Loon, Raymond	曾憲龍	3/4
	Zhang Jianping	張劍平	3/4
	Wong Hei, Simon	王曦	4/4
	Wong Sun	王晨	3/4
	Tang Rongrong	唐融融	3/4
Independent non-executive Directors 獨立非執行董事	Heng Kwo Seng	邢詒春	3/4
	Wang Chengwei	汪誠蔚	3/4
	Zhuang Xingfang	庄行方	3/4

Regular Board meetings are scheduled in advance to give all Directors an opportunity to attend. Directors may attend meetings in person or through other means of electronic communication in accordance with the Company's Bye-Laws. All Directors are kept informed on a timely basis of major changes that may affect the Group's businesses, including relevant rules and regulations. Directors shall have full access to information on the Group and are able to obtain independent professional advice whenever deemed necessary by the Directors. No request was made by any Director for such independent professional advice in 2005. The Company Secretary shall prepare minutes and keep records of matters discussed and decisions resolved at all Board meetings, which will be available for inspection by Directors upon request.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code for dealing in securities of the Company by the Directors. Having made specific enquiry of all Directors of the Company, the Company confirms that all Directors of the Company have complied with the required standard set out in the Model Code for the period covered by the annual report.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 30 May 2005 with written terms of reference in compliance with the Corporate Governance Code. The responsibilities of the Remuneration Committee are to assist the Board in achieving its goals of providing the packages needed to attract, retain and motivate executive Directors of the quality required to run the Company successfully. The primary duties of the Remuneration Committee include (without limitation): (i) making recommendations to the Directors on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for

董事會之定期會議事先安排召開時間，以使所有董事均有機會出席。根據本公司章程細則，董事可親身或透過其他電子通訊方法出席會議。所有董事均及時獲知會可影響本集團業務之重大變動，包括相關規則及規例之變動。董事應可獲得有關本集團之資料，並可在其視為必要時獲得獨立專業建議。於二零零五年，概無任何董事提出尋求該等獨立專業建議之要求。公司秘書須負責為所有董事會會議編撰會議記錄，並保存會上討論之事項及作出之決定之記錄，該些紀錄將可供董事隨時檢查。

董事進行證券交易之標準守則

本公司已採納標準守則作為董事買賣本公司證券之守則。經向本公司所有董事具體詢問，本公司確認本公司所有董事於年報所涵蓋之期間內均已遵守標準守則所規定之標準。

薪酬委員會

本公司於二零零五年五月三十日成立薪酬委員會，並根據企業管治常規守則書面列明其職權範圍。薪酬委員會之責任是協助董事會制定可達到吸引、挽留及激勵具備成功運作本公司所需質素之執行董事所需之薪酬福利組合之目標。薪酬委員會之主要職責包括(但不限於)：(i)就本公司董事及高級管理層之所有薪酬政策及結構向董事提供建議，以及制定正式及具透明度之程序以制定有關該等薪酬之政策；(ii)確定每位執行董事及高級管理層人員具體薪酬福利之條款；(iii)參考董事不時決定之企業目標及宗旨，審閱及批准表現為本之薪酬；及(iv)考慮及批准根據本公司採納之購股權計

developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of each executive Director and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time; and (iv) considering and approving the grant of share options to eligible participants pursuant to the share option schemes adopted or to be adopted by the Company. Terms of reference of the Remuneration Committee which have been adopted by the Board are available on the Company's website.

The Remuneration Committee consists of three members, two of whom are independent non-executive Directors, being Mr Wang Chengwei and Mr Zhuang Xingfang and one executive Director, being Wong Cho Tung. They have substantial experience in human resources management. The Remuneration Committee is chaired by Mr Zhuang Xingfang, an independent non-executive Director.

Executive Directors, assisted by the Group's Human Resources department, are responsible for reviewing all relevant remuneration information and obtaining market conditions in addition to considering the performance of individuals and the profitability of the Group, and propose to the Remuneration Committee for consideration and approval, remuneration packages for Directors and senior management. Executive Directors, however, do not participate in the determination of their own remuneration.

The primary objective of the remuneration policy on executive remuneration package is to enable the Company to retain and motivate executive Directors in promoting the success of the Group. The remuneration package comprises basic salary, discretionary bonus and/or share options.

劃向合資格參與者授出購股權。董事會已採納薪酬委員會之職權範圍可在本公司網站查閱。

薪酬委員會由三名成員組成，包括兩名獨立非執行董事汪誠蔚先生及庄行方先生以及一名執行董事王祖同先生。彼等於人力資源管理有豐富經驗。薪酬委員會由獨立非執行董事庄行方先生擔任主席。

執行董事在本集團人事部門協助下負責於考慮個人表現及本集團盈利能力以外，審閱所有相關薪酬資料及獲取市場訊息，並將董事及高級管理層之薪酬提呈薪酬委員會考慮及批准。然而，執行董事並不參與其本身薪酬之釐定。

行政人員薪酬政策之主要目標是挽留及激勵執行董事，以推動集團之成功。薪酬包括基本薪金、酌情花紅及／或購股權。

On 31 May 2005, the Company entered into a service agreement with each executive Director (Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Tsang Hen Loon, Raymond, Mr Wong Hei, Simon, Mr Wong Sun, Mr Zhang Jianping and Ms Tang Rongrong). The appointments are each for a maximum period of three years which may be terminated by either party by serving on the other party prior written notice of at least three months, provided that such notice shall not expire earlier than the end of the first year after the first day on which dealings in the Company's shares commence on the Stock Exchange (30 June 2005).

Each of the executive Directors is entitled to a basic salary which is subject to review by the Remuneration Committee after such executive Directors has completed 12 months of services.

Subject to the recommendation of the Remuneration Committee, the Company may, at its sole discretion, grant options to subscribe for the Company's shares to the executive Directors in accordance with the share option schemes adopted by the Company.

Each of the executive Directors (except Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Wong Sun) is entitled to a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and the Director. Mr Tsang Hen Loon, Raymond is further entitled to an annual fixed sum bonus equal to one month of the average monthly salary to be paid on a pro-rata basis for each completed year of services.

Each of Mr Heng Kwo Seng, Mr Wang Chengwei and Mr Zhuang Xingfang entered into a letter of appointment on 31 May 2005 with the Company to serve as the independent non-executive Director for an initial term of one year commencing on 25 January 2005 renewable for further successive periods of one year, subject to a maximum period of three years and subject to the right of the independent non-executive Director or the Company to terminate the appointment of the independent non-executive Director at any time by giving at least one month's notice in writing.

於二零零五年五月三十一日，本公司與每名執行董事（楊文瑛女士、王祖同先生、曾憲龍先生、王曦先生、王晨先生、張劍平先生及唐融融女士）各自訂立服務協議。所有該等委任各自之任期均不超過三年，可由訂約之任何一方向另一方提出最低限度三個月通知期終止協議，惟該通知期不得早於本公司之股份於聯交所開始買賣首日（二零零五年六月三十日）後之首週年前屆滿。

每名執行董事均可獲得基本薪金，惟須於該等執行董事服務十二個月後經薪酬委員進行檢討。

根據薪酬委員會之建議，本公司可酌情根據本公司採納之購股權計劃授予每名執行董事購股權，以認購本公司股份。

經參考本集團及董事之表現，薪酬委員會決定，每名執行董事（楊文瑛女士、王祖同先生及王晨先生除外）均可獲得酌情花紅。曾憲龍先生可進一步獲得固定金額之年度花紅，按相當於每一完整任職年度一個月平均月薪之比例基準支付。

邢詒春先生、汪誠蔚先生及庄行方先生均於二零零五年五月三十一日就擔任獨立非執行董事與本公司訂立委任書，初步任期為自二零零五年一月二十五日起一年，並可予以續約一年，惟任期最長不可超過三年，且獨立非執行董事或本公司均可於任何時間透過發出不少於一個月之通知，終止獨立非執行董事之委任。

Since the Listing, no new Director has been nominated for appointment, no Director has resigned or was dismissed and there has not been any changes to the remuneration packages granted to the existing Directors and therefore the Remuneration Committee did not hold any meeting in 2005. The Remuneration Committee will meet at times as and when required to consider remuneration-related matters of the Company.

AUDIT COMMITTEE

The Audit Committee was established on 30 May 2005 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Corporate Governance Code. The primary duties of the Audit Committee are to assist the Board to provide an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group and oversee the audit process and other duties and responsibilities as assigned by the Board.

The Audit Committee met once in 2005 and once in 2006 with 100% attendance rate by all members of the Audit Committee (being Mr Heng Kwo Seng, Mr Wang Cheng Wei and Mr Zhuang Xingfeng) to review with senior management and the Company's external auditors the internal and external audit findings, the accounting principles and practices adopted by the Group, and Listing Rules and statutory compliance, and discussed auditing, internal controls, risk management and financial reporting matters (including the interim and annual financial statements for 2005 before recommending them to the Board for approval).

The Audit Committee consists of three independent non-executive Directors, namely, Mr Heng Kwo Seng, Mr Wang Chengwei and Mr Zhuang Xingfang. The Audit Committee is chaired by Mr Heng Kwo Seng who has professional qualifications in accountancy.

The Group's annual report for the year ended 31 December 2005 has been reviewed by the Audit Committee.

自上市以來，並無提名委任新董事，並無董事辭任或被罷免，向現有董事授出之薪酬福利亦沒有任何變動，因此，薪酬委員會於二零零五年並無舉行任何會議。薪酬委員會將於有需要時舉行會議，以考慮與本公司薪酬相關之事宜。

審核委員會

審核委員會於二零零五年五月三十日成立，並根據上市規則第3.21條及企業管治常規守則第C3段書面列明其職權範圍。審核委員會之主要職責是協助董事會就本集團財務報告程序、內部控制及風險管理體系之有效性提供獨立評價，監督審核程序以及董事會委派之其他職責及責任。

審核委員會所有成員(邢詒春先生、汪誠蔚先生及庄行方先生)於二零零五年舉行了一次會議，於二零零六年舉行了一次會議，出席率為100%，與高級管理層及本公司之外部核數師共同審閱內部及外部審核結果、本集團採納之會計原則及慣例，以及上市規則及法規之遵守情況，並就有關審核、內部控制、風險管理及財務報告事宜(包括在將二零零五年之中期及年度財務報表提交董事會批准之前對其進行審閱)進行討論。

審核委員會由三名獨立非執行董事邢詒春先生、汪誠蔚先生及庄行方先生組成。審核委員會由邢詒春先生擔任主席，其具有會計專業資格。

本集團於截至二零零五年十二月三十一日止年度之年報已經審核委員會審閱。

EXTERNAL AUDITORS

The Audit Committee has reviewed a service plan from Deloitte Touche Tohmatsu regarding their independence and objectivity and had a meeting with Deloitte Touche Tohmatsu, the external auditors of the Company, to discuss the scope of their audit and approve the scope.

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

For the year ended 31 December 2005, the Company paid Deloitte Touche Tohmatsu, the external auditors of the Company, HK\$1.2 million and HK\$0.3 million as audit fees and non-audit related fees respectively.

The auditors' reporting responsibility is set out on page 52 of this annual report.

INTERNAL CONTROL

Internal control systems have been designed to allow the Directors to monitor the Group's overall financial position, safeguard its assets, provide reasonable assurance against fraud and errors, and to manage the risks in failing to achieve the Group's objectives.

The Group has a defined scope of authority governing activities of the Directors and senior management. Directors monitor the business activities closely and review monthly financial results operations. The Group from time to time updates and improves the internal controls, and has recently issued an updated Authority Limits Guide to all appropriate personnel.

The Directors acknowledges that it is their responsibility to maintain effective risk management and internal control system and to review them at regular intervals. The Directors manages risks by strategic planning, appointment of appropriately qualified and experienced personnel at senior management positions, monitoring the Group's performance regularly, maintaining effective control over capital expenditure and investments, and setting a high standard of code of conduct for employees to follow.

外部核數師

審核委員會已審閱德勤·關黃陳方會計師行確認其獨立性及客觀性之服務計劃，並與本公司之外部核數師德勤·關黃陳方會計師行舉行會議，討論及批准其審核範圍。

審核委員會亦就委聘及挽留外部核數師向董事會提供建議。

截至二零零五年十二月三十一日止年度，本公司向外部核數師德勤·關黃陳方會計師行支付審計費及非審計相關之費用分別1,200,000港元及300,000港元。

核數師之申報職責載於本年報第52頁。

內部控制

內部控制制度是專為讓董事可監控本集團之整體財務狀況、維護其資產、就欺詐及失誤提供合理之擔保，以及管理不能達到本集團目標之風險而設。

本集團就董事及高級管理層之活動有明確界定之授權範圍。董事密切監控業務活動，並每月檢討財務業績營運。本集團不時更新及改善內部監控，並於最近向有關人員發佈了經更新之授權權限指引。

董事明白維持有效之風險管理及內部控制制度並定期進行檢討是董事會之責任。董事透過策略規劃、委任具有合適資格、有經驗之人員擔任高級管理職位、定期監控本集團之表現、對資本開支與投資保持有效控制及設立供僱員遵循之高標準行為守則，進行風險管理。

The Directors were satisfied that an effective control system had been in operation by reviewing the material controls and all other major components of the internal control system of the Group for the year ended 31 December 2005.

INVESTOR RELATIONS AND SHAREHOLDERS' COMMUNICATIONS

The Group promotes investor relations and communications by setting up meetings with the investment community. The Group also responds to requests for information and queries from the investment community by the investor relations personnel.

The Board is committed to provide clear and full information of the Group to shareholders through sending the shareholders the Company's interim and annual reports, dispatching circulars, notices, financial reports to shareholders as and when appropriate and provide additional information to shareholders in the "Investor Relations" section of the Company's website.

The Company's annual general meeting provides a good opportunity for communications between the Board and its shareholders. Shareholders are encouraged to attend the annual general meeting. Notice of the Annual General Meeting and related papers are sent to shareholders at least 21 days before the meeting and the said notice is also published in at least one English newspaper and one Chinese newspaper in Hong Kong, and will also be available on the Stock Exchange and the Company's websites. The Chairman and Directors will answer questions on the Group's business at the meeting. External auditors will also attend the annual general meeting.

Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition and such meeting shall be held within two months after the deposit of such requisition.

董事經檢討本集團之重要控制措施及內部監控制度所有其他主要元素後，已信納截至二零零五年十二月三十一日止年度已運作有效之控制制度。

與投資者之關係及與股東之溝通

本集團透過與投資界召開會議，促進與投資者之關係及溝通。本集團亦透過投資者關係人員對投資界別人士索取資料及詢問作出回應。

董事會向股東提供本集團清晰而全面之資料乃透過適時向本公司股東寄發中期報告及年報，通函、通告及財務報告，本公司亦於本公司網站「投資者關係」一欄向股東提供本公司之其他資料。

本公司之股東週年大會為促進董事會與股東之溝通提供良機。本公司鼓勵股東出席股東週年大會。股東週年大會通告及有關文件於大會舉行至少二十一個曆日前向股東寄發，且通告將最低限度在香港一份英文報章及一份中文報章上刊登，亦可通過本公司之網站查閱。主席及董事將於大會上就本集團之業務回答提問。外部核數師亦將出席股東週年大會。

於交付要求日期持有不少於獲賦予於本公司股東大會上投票權之本公司繳足股本十分之一股東，任何時候均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求所列明之任何事務，而該大會須於交付該要求後兩個月內舉行。

Pursuant to Bye-law 66 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (v) if required by the rules of the designated Stock Exchange, by any Director or Director who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting if required by the rules of the designated Stock Exchange.

根據公司細則第66條，除非在宣佈以舉手方式表決之結果時或之前或於撤銷任何其他以投票方式表決之要求時，下列人士要求進行投票表決，否則於任何股東大會上，任何提呈大會表決之決議案均須以舉手方式表決。

- (i) 大會主席；或
- (ii) 最少三名親自出席並於當時有權於會上投票之股東(或若股東為公司，則其正式法定代表)或受委代表；或
- (iii) 任何親自出席之一位或多位股東(或若股東為公司，則其正式法定代表)或受委代表，彼等須代表全體有權於會上投票之股東不少於十分之一之總投票權；或
- (iv) 親自出席或委任代表出席並持有獲賦予於會上投票權利之本公司股份，而該等股份之實繳股款總額不少於全部賦予該項權利之股份實繳股款總額十分之一之股東(或若股東為公司，則其正式法定代表)；或
- (v) 倘指定證券交易所之規則規定，任何單獨或共同持有佔有關會議上總投票權百分之五(5%)或以上之委任代表人的一名或多名董事要求以投票方式表決。

The poll is conducted by the Group's registrars and the results of the poll will be published on the Group's website. Financial and other information is made available on the Group's website and update regularly.

Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary at the Company's registered address or by e-mail to the Company's website.

投票由本集團之股份過戶處主持，其結果於本集團網站公佈。財務及其他資料可於本集團網站查閱，並定期更新。

股東之具體問題及意見可以書面方式寄往本公司之註冊地址寄予董事會或公司秘書，或經電子郵件寄至本公司之網站。