公司管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and ensuring a standard of corporate governance that is consistent to market practices. The Company has applied the principles and has complied with all the applicable mandatory code provisions of the Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange of Hong Kong Limited ("Stock Exchange") for the year ended 31 December 2005 except for those deviations explained herein in this report.

The Board will continuously review and improve the corporate governance practices of the Company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

The following paragraphs summarize the Company's key corporate governance practices and explain deviations, if any, from the CG Code.

BOARD OF DIRECTORS

The Board of Directors ("Board" or "Directors"), led by the Chairman, steers the Group's business direction. The management, led by the Managing Director, i.e. the Chief Executive Officer, is responsible for the Group's management and operations. The division of responsibilities between the Chairman and the Managing Director are clearly established and set out in writing. The role of the Chairman and the Managing Director are separated and are performed by different persons to avoid concentration of authorities to one single person.

The Company fulfilled, in the second half year, the requirement of CG Code A.2.1, which stipulates that the division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing and CG Code D.1.2 which stipulates that the company should formalize the functions reserved to the board and those delegated to management.

The Board is responsible for formulating the Group's long-term strategies, setting business development goals, assessing the results of management policies, monitoring management's performance and ensuring the existence of an effective internal control system. The independent non-executive directors serve an important function of ensuring and monitoring the basis for an effective corporate governance framework.

企業管治常規

本公司致力維持及確保一套符合市場慣例之企業管治標準。截至2005年12月31日止年度,除本報告所述的若干偏離項外,本公司已採納香港聯合交所以證券上市規則(「聯交所」)證券上市規則(「常規守則」)的原則,及已遵從所有別(「常規制性常規守則條文。

董事會將會不斷檢討及改善本公司的企 業管治措施及準則,確保業務活動及決 策過程受到適當及審慎之規管。

下文分段概括説明本公司之重要企業管制措施及就偏離事項(如有)的解説。

董事會

董事會(「董事會」或「董事」)由董事會主席領導,負責帶領本集團的業本公司,自責等等。 (即由董事總裁)領導,負責本集團的管理所有的經理,與實際,一個的學術,與實際,一個的學術,與實際,一個的學術,與實際,一個的學術,與其一個的學術,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中於單一人士,以避免權力集中,以避免權力集

本公司已於下半年內符合常規守則第A.2.1條要求主席與行政總裁的職務須予分開並須明確地以書面方式列名各自的責任及常規守則第D.1.2條要求本公司就保留於董事局的功能及下放管理層的功能正式劃分的規定。

董事會負責制定本集團的長期策略、訂立業務發展目標、評估管理措施之成效、監察管理層之表現及確保存在有效的內部監控系統。獨立非執行董事則對確保及監察企業管治架構是否行之有效起著重要作用。

公司管治報告

BOARD OF DIRECTORS (Continued)

The Board of the Company comprises:

Executive directors:

Mr. CHEN Xiaozhou (Chairman) (appointed on 13 February 2006) Mr. ZHU Dengshan (Ex-chairman) (resigned on 13 February 2006) Mr. HUI Xiao Bing (Vice-chairman)

Mr. GAO Jian Min (Managing Director)

Mr. LIU Tianni (Deputy Managing Director)

Mr. GU Jianguo Mr. CHEN Yongcun Mr. CHEUNG Chung Kiu Mr. YUEN Wing Shing Mr. CHOW Kwok Wai

Independent non-executive directors:

Mr. KANG Dian Mr. ZHANG Lu Mr. HUNG Muk Ming

The Board comprises of nine executive directors and three non-executive directors. All non-executive directors are also independent non-executive directors. The biographies of the Directors are given on page 14 to 17. Members of the Board possess the appropriate expertise and skills to discharge their duties. Save for the fact that Messrs. CHEN Xiaozhou, GU Jianguo, CHEN Yongcun and ZHU Dengshan are also directors and/or senior officers within the group of China Cinda Asset Management Corporation, which is a substantial shareholder of the Company, there is no relationship between members of the Board, in terms of financial, business, family or other significant relationship. All directors served the Company for the full year of 2005.

To assist the Board in discharging its duties and to fulfil the requirement of the CG Code, two standing board committees are set up under the Board: the Audit Committee and the Remuneration Committee. When it becomes necessary, the Board will set up ad hoc board committee to handle specific issues and report back to the Board.

The Board considers that each independent non-executive director is independent in character and judgment and they all meet the specific independent criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. In addition, the independent non-executive directors are explicitly identified in all corporate communications.

董事會(續)

本公司董事會包括:

執行董事:

陳孝周先生(主席) (於2006年2月13日委任) 朱登山先生(前主席) (於2006年2月13日辭任) 惠小兵先生(副主席) 高建民先生(董事總經理) 劉天倪先生(董事副總經理) 顧建存先生 陳永哲先生 張松橋先生 袁永國偉先生

獨立非執行董事:

康典先生 張璐先生 洪木明先生

為協助董事會履行其職責,及為符合常規守則的規定,董事會下設兩個常設的屬委員會:審核委員會及薪酬委員會附。 在必要的時候,董事會還設立臨時會屬 在必要自責專項工作,並向董事會匯報。

董事會認為每位獨立非執行董事均具有獨立的個性及判斷能力並且他們都符合上市規則所定明有關獨立性的特定標準。本公司已接獲每名獨立非執行董事根據上市規則第3.13條有關其獨立身分的年度確認函。此外,在所有公司通訊內,獨立非執行董事均被明確識別。

公司管治報告

BOARD OF DIRECTORS (Continued)

All directors are regularly updated on governance and regulatory matters. There is an established procedure for directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties.

The full board will meet at least four times throughout a year to review the overall strategy and to monitor the operation as well as the financial performance of the Group. Notice of at least 14 days have been given to all directors for all regular board meetings and the directors can include matters for discussion in the agenda if necessary. Agenda and the accompany board papers in respect of regular board meetings are sent out in full to all directors not less than three days before the meeting. Minutes of regular board meetings and meetings of board committee are properly kept and all directors have access to board papers and the related materials.

During 2005, four regular board meetings were held and the individual attendance of each director is set out below:

董事會(續)

全體董事均定期獲得有關管治及監管等 事宜的更新資訊。董事可按照既定程 序,尋求獨立專業意見以協助履行其責 任,有關費用由本公司支付。

董事會於年內最少召開四次全體董事會 議,檢討整體策略與監察本集團的經營 與財務表現。就董事會所有定期會議, 全體董事均獲發最少十四天的會議通 知,如有需要,董事可於有關議程加入 討論事項。董事會定期會議的議程及附 連之董事會文件會於會議前最少三天派 發予所有董事。董事會定期會議及董事 會委員會會議之會議記錄均適當保存, 全體董事均有權查閱董事會之文件及相 關資料。

董事會於2005年年內共召開四次全體董 事會會議,每名董事的出席率詳列如 下:

Name of director 董事姓名	Number of meetings attended 出席董事會會議次數	Attendance rate 出席率
Mr. ZHU Dengshan 朱登山先生	2 out of 4 四次中出席二次	50%
Mr. HUI Xiao Bing 惠小兵先生	3 out of 4 四次中出席三次	75%
Mr. GAO Jian Min 高建民先生	4 out of 4 四次中出席四次	100%
Mr. LIU Tianni 劉天倪先生	4 out of 4 四次中出席四次	100%
Mr. GU Jianguo 顧建國先生	3 out of 4 四次中出席三次	75%
Mr. CHEN Yongcun 陳永存先生	4 out of 4 四次中出席四次	100%
Mr. CHEUNG Chung Kiu 張松橋先生	1 out of 4 四次中出席一次	25%
Mr. YUEN Wing Shing 袁永誠先生	4 out of 4 四次中出席四次	100%
Mr. CHOW Kwok Wai 周國偉先生	4 out of 4 四次中出席四次	100%
Mr. KANG Dian 康典先生	2 out of 4 四次中出席二次	50%
Mr. ZHANG Lu 張璐先生	2 out of 4 四次中出席二次	50%
Mr. HUNG Muk Ming 洪木明先生	4 out of 4 四次中出席四次	100%

公司管治報告

BOARD OF DIRECTORS (Continued)

According to Articles of Association of the Company, the Board has the power to appoint any person as a director either to fill a casual vacancy or as an addition to the Board.

Furthermore, in order to reinforce the accountability of directors, the Company will propose to pass a shareholders' resolution at the coming annual general meeting to be held on 25 May 2006 to amend the Company's Articles of Association. Pursuant to the amended Articles, all directors, including the Chairman, Vice Chairman and Managing Director, shall retire by rotation at least once every three years at annual general meetings and be eligible for re-election.

The independent non-executive directors have been appointed for a specific term of service. They are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Article 101 of the Company's Articles of Association.

CG Code E.1.2 stipulates that the Chairman of the board should attend the annual general meeting. The Chairman of the board did not attend the annual general meeting of the Company held on 26 May 2005. The Chairman will endeavor to attend all future annual general meetings of the Company unless unexpected or special circumstances preventing him from doing so.

Securities Dealing by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as the code of conducts for securities transactions by directors of the Company. All the members of the board have confirmed, following specific enquiry by the Company, that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2005. The Model Code also applies to other specified senior management of the Group.

The Company fulfilled, in the second half year, the requirements of CG Code A.5.4, which stipulates that the board should establish written guidelines on no less exacting terms than the Model Code for relevant employees in respect of their dealings in securities of the issuer.

董事會(續)

根據本公司章程,董事會有權委任任何 人士擔任董事職務以填補空缺或增加董 事會席位。

此外,為提高董事會成員的問責性,本公司將於2006年5月25日召開的股東特別大會提呈一項決議案修改本公司的組織章程細則,規定所有董事(包括董事長、副董事長及董事總經理)須至少每三年一次輪流於股東週年大會上告退,但可膺選連任。

獨立非執行董事之委任設有固定任期。 他們亦須根據本公司章程第101條規定於 股東週年大會上輪值告退並重選連任。

常規守則第E.1.2條要求董事局主席應出席股東週年大會。董事會主席並無出席本公司於2005年5月26日召開的股東週年大會。主席將竭力出席本公司於未來召開的所有股東週年大會,除非出現不可預見或特殊情況導致其未克出席。

董事進行證券交易

本公司已就本公司董事進行證券交易採納上市規則附錄十所載的《上市稅則附錄十所載的《上市稅營券交易的標準守則》(「標準等事進行證券交易的語券交易的特別。) 作為董事進行歷券交易的特別。 事會全體成員回應本公司的特別查問日確認,在截至2005年12月31日上度內一直嚴格遵守標準內則所指定之度轉換,經濟學與所述。

本公司已於下半年內符合常規守則第 A.5.4條要求董事局設立書面指引,其中 條款不亞於標準守則,以規範相關僱員 進行有關上市公司的股份買賣的規定。

公司管治報告

AUDIT COMMITTEE

The Audit Committee was established in 1999 and its current members include:

Mr. KANG Dian (Committee Chairman)

Mr. ZHANG Lu Mr. HUNG Muk Ming

All the Audit Committee members are independent non-executive directors. The composition and professional qualifications of the members of the Audit Committee complies with the requirements under Rules 3.21 of the Listing Rules. Written terms of reference which describe the authority and duties of the Audit Committee were adopted in 2004 and subsequently updated and amended in 2005 to conform to the provision of the CG Code.

The Company fulfilled, in the second half year, the requirements of CG Code C.3.3, which stipulates that the terms of reference of the Audit Committee should include all duties as stated in such CG Code.

The Audit Committee meets at least two times each year to review the reporting of financial and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the board and the Company's external auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the external auditors.

The Audit Committee has reviewed with the management on the accounting principles and practices adopted by the Group and has discussed internal controls and financial reporting matters including a review of the financial statements for the year ended 31 December 2005.

During the year, three Audit Committee meetings were held and the individual attendance of each member is set out below:

審核委員會

審核委員會於1999年成立,目前的成員 包括:

康典先生(委員會主席) 張璐先生 洪木明先生

審核委員會全體成員均為獨立非執行董事。審核委員會的組成及成員的專業資格均符合上市規則第3.21條的要求。審核委員會的成文權責條款於2004年採納,其後於2005年更新及作出修訂以符合常規守則的條文。

本公司已於下半年內符合常規守則第 C.3.3條要求審核委員會的職權應涵蓋該 常規守則所列的全部職責的規定。

審核委員會每年最少召開兩次會議、內 會報的財務及其他資料的 監控系統、風險管理及核數程序的 及客觀性。審核委員會亦就其職權司 內所涉及事宜上擔當事會並對 部核數師之間的客觀性作出檢討。

審核委員會已與管理層檢討過本集團所採納的會計原則及慣例,並討論內部監控及財務申報等事宜,包括審閱截至 2005年12月31日止年度之財務報表。

審核委員會年內共召開三次會議,各成 員之出席率詳列如下:

Name of director 董事姓名	Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. KANG Dian 康典先生	3 out of 3 三次中出席三次	100%
Mr. ZHANG Lu 張璐先生	3 out of 3 三次中出席三次	100%
Mr. HUNG Muk Ming 洪木明先生	3 out of 3 三次中出席三次	100%

公司管治報告

AUDIT COMMITTEE (Continued)

Remuneration Committee

The Remuneration Committee was established in 2005 and the current members include:

Mr. KANG Dian (Committee Chairman)

Mr. ZHANG Lu

All Remuneration Committee members are independent non-executive directors. The written terms of reference of the Remuneration Committee were adopted in 2005 and conform to the provision of the CG Code.

The responsibilities of the Remuneration Committee are to ensure that there is no director or any of his associates is involved in deciding his own remuneration and that the Company has an equitable and competitive remuneration policy to attract and retain talent persons to serve the Company.

The remuneration package for each employee is structured according to his quality and qualification. The remuneration package will contain a combination or modification of some or all of the following four main components:

1. Basic salary

Basic salary ranges for each position are established with reference to the responsibilities and the duties attached to the position. The actual salary for the person filling the position is determined based on the experience and the ability of the individual selected for the position.

The basic salary ranges are reviewed periodically by reference to the general market and by comparison to comparable positions at competitors in the relevant industry. The actual salaries of employees are reviewed annually and may be adjusted from time to time based on the cost of living and financial performance of the Company.

Salaries are base compensation and are not intended to reward performance, either individually or corporately. Performance is rewarded through other components of the remuneration plan.

2. Incentive bonus

Incentive bonus is linked to individual and corporate performance. The incentive bonus for each employee is determined with reference to his position and his individual performance during the year.

審核委員會(續)

薪酬委員會

本公司已於2005年成立薪酬委員會,目前的成員包括:

康典(委員會主席) 張璐

薪酬委員會所有成員均為獨立非執行董事。薪酬委員會已於2005年採納符合常 規守則相關條文的書面職權範圍書。

薪酬委員會的職責為確保沒有董事或其 聯繫人士參與制定該董事自己的酬金以 及本公司存在一套公平且具競爭性的薪 酬政策以便吸引及挽留卓越的人才為本 公司服務。

每位員工的薪酬待遇按個別的質素與專 業資格釐定。薪酬待遇由以下四大項目 中其中一部分或全部組成,亦可能有所 增減:

一。 基本薪金

基本薪金是按個別職位及責任而 釐定。而擔任該職務的人士實際 可得的基本薪金,則按個別受聘 人士的經驗及能力而定。

基本薪金會定期參考一般市場及有關行業的競爭機構中同類職位的薪酬作出檢討。僱員的實際基本薪金則每年檢討,並可按生活指數及本公司的財務表現不時作出調整。

基本薪金屬基本薪酬,並非按個別僱員或公司表現而作出的獎賞。薪酬政策中另有其他獎勵項目。

二. 獎勵性花紅

獎勵性花紅與個別僱員及公司表 現掛鈎。每名僱員所得的獎勵性 花紅會按其職位及年內表現而訂 定。

公司管治報告

AUDIT COMMITTEE (Continued)

Remuneration Committee (Continued)

3. Share option

Share options to purchase shares in the Company are granted to employees from time to time at the discretion of the Board, in order to retain valuable employees and to motivate future performance of the employees.

Share options granted to individual employees are determined with reference to their position, their performance and their ability to contribute to the overall success of the Group.

4. Other benefits

The Group offers other customary and/or mandatory benefits to employees, such as statutory retirement scheme, employee compensation and medical insurance, paid annual leaves and child education allowance, with reference to prevailing practices in relevant jurisdictions.

The committee meets regularly to review the Company's human resources matters and remuneration policy. During the year, the Remuneration Committee met one time and was attended by all committee members. The Remuneration Committee reviewed and approved the annual salary adjustments for year 2006 and the payment of discretional performance bonus for the year ended 31 December 2005 after taking into consideration the results of the Group, the performance of the directors and senior management and the prevailing market practices.

During the year, no incentive payment was paid to any director in respect of his appointment and no compensation payment was paid to any director who ceased to hold his office. No director has ever forfeited any director fee during the year.

Details of the emoluments paid to all the directors are set out in Notes 13 to the financial statements.

Nomination Committee

The Group currently does not have a nomination committee. The Group will consider setting up one at the appropriate time. For the time being, the function of nomination committee is retain by the Board.

AUDITORS' REMUNERATION

The Group's financial statements for the year ended 31 December 2005, were audited by Deloitte Touche Tohmatsu at a total fees of HK\$1.65 million. The said audit fee was approved by the Audit Committee and endorsed by the Board. In addition, the Group also paid fees of not more than HK\$0.20 million in aggregate to Deloitte Touche Tohmatsu for the provision of taxation services during the year 2005.

審核委員會(續)

薪酬委員會(續)

三. 購股權

董事會可不時酌情向僱員授出購 股權,供認購本公司股份,以挽 留有貢獻的員工並激勵員工繼續 努力工作。

個別員工獲授的購股權數目會按 其職位、表現及對公司整體成就 所作的貢獻而釐定。

四. 其他福利

本集團亦會參考有關司法管轄權 區的慣例向僱員提供慣常的及/或 強制性的福利,如法定退休金計 劃、勞工及醫療保險、有薪年假 及子女教育津貼。

年內,本公司並無向新委任的董事支付 任何激勵性款項亦無向辭任的董事支付 任何補償款項。年內並無董事放棄收取 其董事袍金。

年內所有董事支取的報酬詳情載列於財 務報表附註13。

提名委員會

本集團目前並無設立提名委員會,本集 團將考慮於適當時候設立該委員會。目 前,提名委員之功能有董事會保留及負 責。

核數師酬金

本集團截至2005年12月31日之年度財務報表由德勤關黃陳方會計師行(「德勤」)審核,核數費用總額為港幣1,650,000元。該項核數費用已獲得審核委員會批准並得到董事會背書認可。此外,本集團於年內亦有向德勤支付總額不多於港幣200,000元的稅務服務費用。

公司管治報告

AUDITORS' REMUNERATION (Continued)

The Audit Committee considers that the taxation services did not (in terms of the nature of the services and the amount of fees paid relative to the audit fees) affect the independence of Deloitte Touche Tohmatsu.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for the preparation of financial statements for each financial period, which give a true and fair view of the state of the affairs of the Group and of the results and cash flow for that period. In preparing the financial statements for the year ended 31 December 2005, the Directors adopted suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and prepared the financial statements on the going concern basis. Up to the date of this report, the Directors are not aware of any material uncertainties that will seriously affect the going concern assumption of the Group.

The Directors are also responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company. The Directors also have general responsibilities for setting up an appropriate internal control system, which is mainly to safeguard the assets of the Group and to prevent and to detect fraud and other irregularities. The Directors have reviewed the internal control system of the Company and are satisfied that the internal control system is functioning properly.

COMMUNICATION WITH SHAREHOLDERS

The Company endeavours to maintain a high level of transparency in communicating with shareholders and investors at large. In order to enhance the transparency of shareholders' voting in general meeting, separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors and those resolutions were voted by poll. The Company will engage external scrutineer to count the vote. The poll voting results will be published in the press, on the Stock Exchange's website and on the Company's website on the next following business day. In addition, procedures for demanding a voting by poll are laid down in the circular or annual report to be despatched to shareholders. Moreover, at the general meeting but before voting, the Directors will explain to shareholders their right to demand a voting by poll and how to exercise such right.

核數師酬金(續)

審核委員會認為該等税務服務費用(就服 務性質及相對於核數費用的總額而言)並 沒有對德勤的獨立性構成影響。

董事關於賬目的責任聲明

董事負責編制各會計期間的時期的事時期間的事時期間的事事財務不會。 1005年12月31日內企業,與 1005年12月31日內企業, 1005年12月31日內企業, 1005年12月31日內企業, 1005年12月31日內 1005年12月31日 1005年12月31日 1005年12月31日

與股東的溝通

本公司在與股東及大眾投資者溝通時, 一直保持最大透明度。此外,為了加強 股東大會上股東投票的透明度,本公司 於股東大會上採取按點算股數的方式對 所有涉及具體事項的決議案包括選舉個 別董事等均分開進行議案表決。為此, 本公司會委任外部監票員進行點算股數 工作,投票結果亦會於有關大會結束後 的第二個工作日於報章刊登及上載於聯 交所網頁及本公司的網頁。此外,有關 要求按點算股數方式進行投票的程序也 會詳列於寄給股東的通函或年報內。同 時於股東大會舉行時但投票進行之前, 董事會首先向股東解釋股東有權要求以 點算股數方式投票的權利及如何行使該 權利。

公司管治報告

COMMUNICATION WITH SHAREHOLDERS (Continued)

The Company has also maintained a website at http://www.silvergrant.com.hk which enable shareholders, investors and the general public to have an open access to the information of the Company. Financial information and all corporate communications of the Company are made available on the Company's website and are updated regularly.

Shareholders who wish to raise any queries with the Board may write to the Company Secretary at Suite 4901, 49th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

與股東的溝通(續)

本公司亦設有網址http://www.silvergrant.com.hk,提供公開渠道以供股東、投資者及公眾人士取得本公司之資料。本公司財務資料及所有與股東之間的公司通訊已上載於本公司網站,並會定期更新。

若股東需要向董事會提出查詢,可隨時 致函本公司的公司秘書,地址為:香港 灣仔港灣道1號會展廣場辦公大樓49樓 4901室。