

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “Board”) is responsible for ensuring proper standards of corporate governance are maintained and for accounting to shareholders. The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) for the year ended 31 December 2005, except for the following deviations:

1. Code Provision A.2.1

Under the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The Company does not maintain the office of chief executive officer, however, the day-to-day management of the Group is responsible by the Vice Chairman. The division of responsibilities between the Chairman and the Vice Chairman has been clearly established and was set out in writing.

2. Code Provision A.4.1

Under the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. However, all the non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Company’s by-laws. The Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code.

3. Code Provisions B.1.4 and C.3.4

Under the code provisions B.1.4 and C.3.4 of the Code, the issuer should make available the terms of reference of its remuneration committee and audit committee on request and by including the information on the issuer’s website. Since the Company has not yet established its own website, the above requirement regard to provide such information on website cannot be met accordingly. However, the terms of reference of the two committees are available on request.

企業管治常規

本公司董事會(「董事會」)負責確保維持適當企業管治標準及向股東問責。本公司於截至二零零五年十二月三十一日止年度內已應用原則及遵守載於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四之企業管治常規守則(「守則」)所載之一切適用守則條文，惟以下偏離除外：

1. 守則條文A.2.1

根據守則條文A.2.1，主席及行政總裁之角色應有區分，不應由一人同時兼任，而主席及行政總裁之間職責之分工應清楚界定並以書面列載。本公司並無設有行政總裁之職位，惟本集團之日常管理由副主席負責。主席及副主席之間職責之分工已清楚界定並以書面列載。

2. 守則條文A.4.1

根據守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。然而，全體非執行董事之委任並無指定任期，惟彼等須根據本公司之公司細則規定於本公司之股東週年大會上輪值告退。本公司認為已採取足夠措施確保本公司之企業管治常規不比守則寬鬆。

3. 守則條文B.1.4及C.3.4

根據守則條文B.1.4及C.3.4，發行人應在有人要求時提供其薪酬委員會及審核委員會之職權範圍以及將資料登載於發行人之網站上。由於本公司仍未設立其本身網站，故未能符合上述關於將有關資料登載於網站上之規定。然而，兩個委員會之職權範圍可在有人要求時提供。

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The Board will periodically review and improve the corporate governance practices and standards of the Company with a view to continuously improve the Company's corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by the 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 standard as 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.

BOARD OF DIRECTORS

The Board represents shareholders of the Company in managing the Company's affairs. Members of the Board are expected to maximise the investment return and the Company's long-term value.

The Board comprises two executive directors and three independent non-executive directors. There is no relationship between members of the Board except that Mr. Heung Wah Keung, the Chairman, is the husband of Ms. Chen Ming Yin, Tiffany, the Vice Chairman of the Company. The biographical details of the directors are set out in the "Profiles of Directors and Senior Management" on pages 30 to 31. In addition, one of the independent non-executive directors possesses appropriate professional accounting qualifications and financial management expertise.

The Board includes a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is an independent element on the Board, which can effectively exercise independent judgment, and that non-executive directors should be of sufficient caliber and number for their views to carry weight.

The Company has received from each of the independent non-executive directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent. The independent non-executive directors are explicitly identified in all corporate communications.

企業管治常規 (續)

董事會為了不斷改善本公司之企業管治常規，將透過不斷發展以應付千變萬化之環境及需要之標準評估企業管治常規之成效，以定期檢討及改善本公司之企業管治常規及標準。

董事證券交易

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之上市公司董事進行證券交易的標準守則(「標準守則」)。經本公司作出特定查詢後，全體董事會成員確認，彼等於截至二零零五年十二月三十一日止年度內一直遵守標準守則所載之所訂標準。標準守則亦適用於本集團其他特定高級管理人員。

董事會

董事會代表本公司股東管理本公司事務。預期董事會成員會將投資回報及本公司之長遠價值提升至最高。

董事會由兩名執行董事及三名非執行董事組成。除主席向華強先生為本公司副主席陳明英女士之丈夫外，各董事間概無任何關繫。董事之履歷詳情載於第30至第31頁之「董事及高級管理人員履歷」。此外，其中一名獨立非執行董事具備適當之專業會計資格及財務管理專業知識。

董事會中執行董事及非執行董事(包括獨立非執行董事)之組合應保持均衡，以使董事會具備獨立元素，可有效地作出獨立判斷，而非執行董事應具備足夠才幹及人數，以使其意見具有影響力。

本公司已收到各獨立非執行董事根據上市規則第3.13條之規定所發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。本公司所有公司通訊中，均已明確識別獨立非執行董事之身分。

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BOARD OF DIRECTORS (Continued)

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various standing committees of the Board, including Audit Committee, Finance Committee, Nomination Committee and Remuneration Committee, the Vice Chairman and the senior management of the Company.

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

1. matters relating to conflict of interest for a substantial shareholder or a director of the Company;
2. formulation of the Company's policies relating to the overall strategic direction and strategic plans, key business and financial objectives, dividend policy or entering into contracts involving significant capital acquisition or expenditure;
3. financial controls, compliance and risk management for the approval of annual operating and capital expenditure budgets, the Company's financial statements, published reports, price-sensitive announcements and other disclosure required under the Listing Rules or other statutory requirements;
4. changes to the Company's capital structure, including reductions of share capital, share buy-backs or issue of new securities;
5. major appointments or removal to the Board, the Vice Chairman, the Company's chief financial officer, company secretary and external auditors;
6. changes to the terms of reference or membership of any committee of the Board and the authority delegated to the Vice Chairman and the senior management; and
7. matters exceed the authorities of the Vice Chairman and the senior management.

董事會 (續)

董事會在任何時間內均須為指導及監察本公司履行其職責負上全部責任，而若干責任則授權予多個董事會常務委員會(包括審核委員會、財務委員會、提名委員會及薪酬委員會)、副主席及本公司高級管理人員。

保留予董事會作出決策之類別包括：

1. 有關本公司主要股東或董事之利益衝突事宜；
2. 制定本公司有關整體策略性方向及策略性計劃、主要業務及財務目標、股息政策或訂立涉及重大資本收購或開支之合約等政策；
3. 批准年度運作及資本開支預算、本公司之財務報表、已刊發報告、價格敏感公佈及其他根據上市規則或其他法律規定之披露時之財務監控、遵例及風險管理；
4. 更改本公司之資本架構，包括削減股本、股份購回或發行新證券；
5. 董事會、副主席、本公司主要財務總監、公司秘書及外聘核數師之主要委任或罷免；
6. 董事會任何委員會之職權範圍或成員變動，以及授予副主席及高級管理人員權力之變動；及
7. 超出副主席及高級管理人員權力範圍之事宜。

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BOARD OF DIRECTORS (Continued)

During the year, six full board meetings (of which four were regular quarterly meetings) were held and the individual attendance of each director is set out below:

Name of director	董事姓名	Number of board meetings attended 出席董事會會議之次數	Attendance rate 出席率
Heung Wah Keung	向華強	6/6	100%
Chen Ming Yin, Tiffany	陳明英	6/6	100%
Tang Chak Lam, Gilbert	鄧澤林	5/6	83%
Ho Wai Chi, Paul	何偉志	6/6	100%
Lien Wai Hung	連偉雄	6/6	100%

The directors of the Company are responsible for the preparation of financial statements of the Group which give a true and fair view, are prepared in accordance with the relevant statutory requirements and applicable accounting standards in force, and are published in a timely manner. The directors of the Company are also responsible for selecting and applying on a consistent basis suitable accounting policies and ensuring timely adoption of Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards.

The directors of the Company acknowledge their responsibility for preparing the financial statements of the Company and report that the Company has announced its annual and interim results in a timely manner after the end of the relevant period, as laid down in the Listing Rules.

A statement by the auditors of the Company about their reporting responsibilities is set out in the Report of the Auditors on pages 32 to 33.

CHAIRMAN AND VICE CHAIRMAN

The roles of Chairman and Vice Chairman are separate and not performed by the same individual to ensure that there is a clear division of responsibilities at the board level to entail a balance of power and authority.

董事會 (續)

年內已舉行六次全體董事會會議(其中四次為定期季度會議)，而各董事之個別出席紀錄載列如下：

Number of board meetings attended 出席董事會會議之次數	Attendance rate 出席率
6/6	100%
6/6	100%
5/6	83%
6/6	100%
6/6	100%

本公司董事負責根據現行之相關法律規定及適用會計準則編製並盡快刊發本集團真實兼公平之財務報表。本公司董事負責採用適當之會計政策，並且貫徹應用該等會計政策，亦負責確保適時採納香港會計準則及香港財務報告準則。

本公司董事確認彼等編製本公司財務報表及報告之責任，而本公司已根據上市規則之規定，於相關期間後盡快公佈其年度及中期業績。

本公司核數師就其申報責任所發出之聲明載於第32至33頁之「核數師報告書」。

主席與副主席

主席與副主席之角色已有區分，且並非由一人同時兼任，以確保董事會之責任有清晰分工，從而建立均衡之權力與授權。

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CHAIRMAN AND VICE CHAIRMAN (Continued)

The Chairman is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for ensuring communication of the views of the Board to the public. In performing this role, the Chairman's responsibilities include chairing meetings of the Board; ensuring the Board meetings receive accurate, complete, timely and clear information concerning affairs of the Company; ensuring constructive relations between executive and non-executive directors; formulating for discussion and decision, questions which have been moved for the consideration of the Board; ensuring that all directors are properly briefed on issues arising at Board meetings; acting as liaison between the Board and management; in consultation with the Vice Chairman and the company secretary or his/her designated delegates, drawing up and approving the agenda for each Board meeting taking into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda and at least annually hold meetings with non-executive directors (including independent non-executive director) without the presence of the executive directors.

The Vice Chairman is primarily responsible for recommending policy and strategic directions for Board approval; implementing the strategies and policies adopted by the Board; and conducting the day-to-day operation of the Group.

TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term and should be subject to re-election. The non-executive directors of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Company's bye-laws. Amendment to the bye-laws of the Company was approved by the shareholders at the annual general meeting of the Company held on 29 June 2005 whereby every director shall be subject to retirement by rotation at least once every three years. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision. Each of the non-executive directors has remunerated at HK\$120,000 per year.

主席與副主席 (續)

主席負責領導董事會，以確保董事會有效地運作，並確保公眾得以獲悉董事會之意見。於履行此角色時，主席之責任包括主持董事會會議；確保董事會會議已迅速接獲有關本公司事務之準確、完備及清晰之資料；確保執行及非執行董事間得以維持建設性關係；就提交董事會考慮之事宜進行討論、決策與提問；確保妥善地向全體董事簡述於董事會會議所提出之事項；作為董事會與管理層間之聯繫；徵詢副主席及公司秘書或其指派之受委人之意見，並經考慮其他董事所提出以納入會議議程之任何事宜後，擬備及批准各董事會會議之會議議程；及最少每年與非執行董事（包括獨立非執行董事）舉行一次執行董事不得出席之會議。

副主席主要負責就政策及策略性方向提出建議，以供董事會批准；及實行董事會所採納之策略及政策，並負責本集團之日常業務。

非執行董事之任期

守則條文A.4.1規定，非執行董事之委任應有指定任期，並須接受重新選舉。本公司非執行董事之委任並無指定任期，惟彼等須根據本公司細則之條文最少每三年輪值告退一次。本公司細則之修訂已在本公司於二零零五年六月二十九日舉行之股東週年大會上獲股東批准，據此，每名董事須最少每三年輪值告退一次。因此，本公司認為已採取足夠措施以遵守該守則條文之宗旨。各非執行董事之每年酬金為120,000港元。

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REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference in accordance with the code provision B.1.1 on 31 August 2005. The Remuneration Committee comprises two independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert and Mr. Lien Wai Hung, and an executive director, namely Ms. Chen Ming Yin, Tiffany. Ms. Chen Ming Yin, Tiffany is the chairman of the Remuneration Committee. The Remuneration Committee is principally responsible for formulating and making recommendation to the Board on the Group's policy and structuring for all remuneration of the directors of the Company and the senior management of the Group. The terms of reference of the Remuneration Committee shall make available to the public on request.

The Remuneration Committee shall meet at least once a year or as requested by the director responsible for human resources function.

In determining the emolument payable to directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

During the year, the Remuneration Committee met once to review the remuneration packages of the staff of the Group. All the committee members attended the meeting.

NOMINATION COMMITTEE

The Nomination Committee comprises one executive director, namely Mr. Heung Wah Keung and two independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert and Mr. Lien Wai Hung. Mr. Heung Wah Keung is the chairman of the Nomination Committee. The terms of reference of the Nomination Committee shall make available to the public on request.

The main function of the Nomination Committee is, having regard to the independence and quality of nominees, to make recommendations to the Board as to ensure that all nominations are fair and transparent.

薪酬委員會

本公司已於二零零五年八月三十一日根據守則條文B.1.1設立具有成文職權範圍之薪酬委員會。薪酬委員會由兩名獨立非執行董事鄧澤林先生及連偉雄先生以及一名執行董事陳明英女士組成。陳明英女士為薪酬委員會主席。薪酬委員會主要負責制訂本集團對本公司董事及本集團高級管理人員之所有薪酬政策及架構，並就此向董事會提出建議。薪酬委員會之職權範圍須在有人要求時向公眾提供。

薪酬委員會須最少每年舉行一次會議或應負責人力資源工作之董事要求時舉行會議。

於釐訂應付董事酬金時，薪酬委員會已考慮可資比較公司所付薪金、董事所付出之時間及責任、本集團其他部門之僱用條件及按表現釐訂薪酬之意願等因素。

年內，薪酬委員會已舉行一次會議，以檢討本集團員工之薪酬政策。全體委員會成員均已出席會議。

提名委員會

提名委員會由一名執行董事向華強先生及兩名獨立非執行董事鄧澤林先生及連偉雄先生組成。向華強先生為提名委員會主席。提名委員會之職權範圍須在有人要求時向公眾提供。

提名委員會之主要職能為經考慮提名人之獨立性及質素後，向董事會提出建議，以確保所有提名均在公平及具透明度之情況下作出。

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NOMINATION COMMITTEE (Continued)

The chair, in consultation with the person responsible for human resources and the secretary of the Nomination Committee, should be primarily responsible for drawing up and approving the agenda for each Nomination Committee meeting. The chair, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Nomination Committee meeting. The chair shall, with the assistance of the person responsible for human resources, brief all members on issues arising at each Nomination Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Nomination Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The chair shall report in the forthcoming regular board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed. The secretary of the Nomination Committee shall record minutes of all duly constituted meetings of the Nomination Committee. In the selection process, the Nomination Committee shall make reference to criteria including experience in the industry, professional and education background and commitment in respect of available time.

The re-election procedure set in the Company's bye-laws provides that one-third of the directors for the time being 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.

During the year, the Board did not have any meeting to nominate any new director for appointment.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung. Mr. Tang Chak Lam, Gilbert is the chairman of the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The terms of reference of the Audit Committee shall make available to the public on request.

提名委員會 (續)

主席主要負責在徵詢負責人力資源之人士及提名委員會之秘書後，擬備及批准各提名委員會會議之會議議程。在秘書協助下，主席應確保全體成員均已適時獲得足夠資料，令彼等得以在提名委員會會議上進行有效討論。在負責人力資源之人士協助下，主席應向全體成員簡述各提名委員會上提出之事項。在任何限制下傳閱或報告之法律或法規限制所規限下，有關傳閱秘書應在各會議後合理時間內，將會議紀錄及提名委員會報告之初稿及定稿在全體成員間傳閱，以供彼等提供意見或作紀錄。主席應於下次董事會會議上匯報所作出之任何重要決定，並向董事會提交會議及所討論項事之索引。提名委員會秘書應紀錄所有正式召開會議之會議紀錄。在篩選過程中，提名委員會應參考於業內之經驗、專業知識、教育程度及可付出之時間等準則。

本公司之公司細則所載之重選程序規定，當時三分之一之董事須於各股東週年大會上輪值告退，惟每名董事須最少每三年告退一次。退任董事應符合資格膺選連任。

年內，董事會並無舉行任何會議，以提名委任任何新董事。

審核委員會

審核委員會由三名獨立非執行董事鄧澤林先生、何偉志先生及連偉雄先生組成。鄧澤林先生為審核委員會主席。審核委員會之組成及成員符合上市規則第3.21條之規定。審核委員會之職權範圍須在有人要求時向公眾提供。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE (Continued)

The main function of the Audit Committee is to assist the Board to oversee the financial reporting system, risk management and internal control procedures and the internal and external audit functions. The Audit Committee annually assesses the appointment of the external auditors, taking into account the quality and rigor of the audit, the quality of the audit service provided, the auditing firm's quality control procedures, relationships between the external auditors and the Company, and the independence of the external auditors.

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

Name of member	成員姓名	Number of meetings attended 出席會議之次數	Attendance rate 出席率
Tang Chak Lam, Gilbert	鄧澤林	5/5	100%
Ho Wai Chi, Paul	何偉志	5/5	100%
Lien Wai Hung	連偉雄	5/5	100%

The Audit Committee has reviewed the accounting principles and policies adopted by the Company and discussed with management the internal controls and financial reporting matters, and change of auditors. During the year, the Audit Committee has selected and recommended to the Board for new appointment of external auditors of the Company. The Board agreed with the recommendation of the Audit Committee and passed the resolution to appoint Messrs. HLB Hodgson Impey Cheng as new auditors of the Company. To monitor the integrity of the financial statements of the Company, the Auditor Committee has reviewed both the 2005 interim report, 2005 annual report and the audited financial statements for the year ended 31 December 2005 before their submission to the Board.

AUDITORS' REMUNERATION

During the year, the Company engaged Messrs. HLB Hodgson Impey Cheng to perform audit and audit related services, and non-audit services and incurred audit and audit related service fees of approximately HK\$572,000 and non-audit service fees of approximately HK\$108,000. The audit and audit related service fees included approximately HK\$500,000 for auditing the Company's 2005 financial statements and approximately HK\$72,000 for reviewing the Company's 2005 interim financial statements.

審核委員會 (續)

審核委員會之主要職責為協助董事會監督財務報告制度、風險管理及內部監控程序及內部及外部審核職能。審核委員會每年評估外聘核數師之委聘、核數師行之品質控制程序、外聘核數師與本公司之間之關係及外聘核數師之獨立性。

年內已舉行五次審核委員會會議，而各成員之個別出席紀錄載列如下：

審核委員會已審閱本公司所採納之會計原則及政策，並與管理層討論內部監控及財務報告事宜及更換核數師。年內，審核委員會已挑選並向董事會建議委任本公司之新外聘核數師。董事會同意審核委員會之建議並通過決議案委聘國衛會計師事務所為本公司之新核數師。為監察本公司財務報表之完整性，審核委員會已向董事會呈交二零零五年中期報告、二零零五年年報及截至二零零五年十二月三十一日止年度之經審核財務報表前，將該等報告及報表審閱。

核數師酬金

年內，本公司委聘國衛會計師事務所進行核數及核數相關服務，以及非核數服務，並產生核數及核數相關服務費約572,000港元及非核數服務費約108,000港元。核數及核數相關服務費包括審核本公司二零零五年財務報表約500,000港元及審閱本公司二零零五年中期財務報表約72,000港元。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROLS

The Board has overall responsibility for the system of internal controls of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal controls system to safeguard the interest of shareholders and the Group's assets. The Board has delegated to management the implementation of the system of internal controls and reviewing of all relevant financial, operational, compliance controls and risk management function within an established framework.

The Company is in the course of selecting an independent consultant to conduct review the internal controls system of the Group on a regular basis. It is expected that the independent consultant will be appointed in May 2006.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

To enhance transparency, the Company endeavours to maintain an on-going dialogue with shareholders and investors through a variety of communication channels.

The annual general meeting is used as an opportunity to communicate with all shareholders. The Company is also committed to providing clear and full performance information in its annual report, interim report and press releases.

內部監控

董事會在整體上對本公司內部監控制度及檢討其有效性負責。董事會致力實行有效及健全之內部監控制度，以保障股東及本集團資產之利益。董事會已授權管理人員實施內部監控制度及檢討所有已確立架構內之相關財務、營運、遵例監控及風險管理職能。

本公司現挑選獨立顧問，以定期檢討本集團之內部監控制度。預期將於二零零六年五月委任獨立顧問。

與股東之溝通及投資者關係

為提升透明度，本集團盡力透過多個溝通渠道維持與股東及投資之持續溝通。

股東週年大會乃用作與全體股東溝通之良機。本公司亦致年報、中期報告及新聞稿中提供清晰詳盡之業績資料。