

▶ 企業管治報告

Corporate Governance Report

遵例聲明

本公司致力採納及維持高水準之企業管治。本公司董事會（「董事會」）相信，要達到盡量提高股東所得之價值及保障股東權益兩大集團之目標，良好管治實在不可或缺。

本報告載列本集團如何應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄「企業常規守則」（「守則」）之原則。

除以下所列事宜外，本公司於截至二零零六年三月三十一日止全年均遵守常規守則：—

- (a) 根據守則條文第A.2.1項，主席及行政總裁的角色應有區分，及不應由一人同時兼任。本公司之董事會認為在本集團而言行政總裁之角色與董事總經理之角色相等，而葉志成先生同時出任董事會主席及董事總經理。董事會同時認為主席現時之角色與董事總經理有著明顯的重疊。董事會相信由葉志成先生一人擔任主席及董事總經理之職位能為本公司提供強勢及貫徹之領導，及更有效策劃及推行長期商業策略。集團現時的操作方式有著高程度授權管理責任予不同子集團的總經

STATEMENT OF COMPLIANCE

The Company is committed to adopt and maintain a high standard of corporate governance. The board of directors of the Company (the “Board”) believes that good governance is essential to achieving the Group’s objectives of maximizing shareholders’ value and safeguarding the interests of shareholders.

This report sets out the means by which the Group applies the principles in the Code on Corporate Governance Practices (the “Code”), as appended to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

With the exception of the matters noted below, the Company has complied with the Code throughout the year ended 31st March, 2006:

- (a) Under Code provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. In the opinion of the Board, the role of the chief executive officer is equivalent to that of the managing director in the Group and Mr. Ip Chi Shing, Tony is now acting both as the Chairman of the Board and the Managing Director of the Company. The Board also considers that the current role of the Chairman overlaps to a significant extent with that of the Managing Director. The Board believes that vesting the roles of both chairman and managing director in Mr. Ip provides the Company with strong and consistent leadership and allows for more efficient and effective planning and execution of long term business strategies. The Group’s current mode of operations is characterized by a high degree of delegation of management responsibilities to the general managers of the Group’s

遵例聲明 (續)

理負責的特點，相應地，董事會相信雖然主席及董事總經理之角色由一人同時兼任，董事會權力及行政管理權力亦不會過度集中。

- (b) 委任、重選及罷免守則條文第A.4.2條規定，每名董事（包括有指定任期之董事）應輪流退任，至少每三年一次。根據於二零零五年八月二十五日前生效之本公司組織章程細則（「細則」），於每次股東週年大會上，三分之一在任董事（或若其數目並非三或三之倍數，則為最接近但不超過三分之一之數目）須輪流退任，儘管細則有任何其他規定，本公司董事總經理或聯席董事總經理在職期間均毋須輪流退任或在釐定各年退任董事之人數時計算在內。由於本公司董事總經理或聯席董事總經理毋須根據本公司細則輪流退任，因此偏離守則條文第A.4.2條。為符合守則條文第A.4.2條，本公司細則之有關修訂已提呈本公司於二零零五年八月二十五日舉行之股東週年大會並獲股東批准。據此，董事總經理或聯席董事總經理亦須與其他董事同樣輪流退任。

STATEMENT OF COMPLIANCE (CONTINUED)

different business units. Accordingly, the Board believes that although the roles of Chairman and Managing Director are performed by the same individual, the power of board management and executive management is not unduly concentrated.

- (b) Code provision A.4.2 requires that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Pursuant to the articles of association of the Company (the "Articles") then in effect before 25th August, 2005, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third) shall retire from the office by rotation provided that notwithstanding anything herein, the Managing Director or Joint Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. As the Managing Director or Joint Managing Director is not subject to retirement by rotation under the Articles, this constitutes a deviation from the Code provision A.4.2. To comply with the Code provision A.4.2, the relevant amendment to the Articles was proposed and approved by shareholders at the Company's annual general meeting held on 25th August, 2005. Accordingly, the Managing Director or Joint Managing Director shall also be subject to retirement by rotation as with other Directors.

董事會

董事會組成

董事會現由七位執行董事、一位非執行董事及三位獨立非執行董事組成。各董事之履歷載於第35頁至第40頁之董事及行政人員簡介。本公司所有非執行董事及獨立非執行董事均有兩年指定任期，可膺選連任。

執行董事

葉志成先生
(主席及董事總經理)
葉鳳娟小姐
(副主席)
葉子軒先生
(副主席)
吳紹平先生
丁漢欽先生
黃金焰先生
(副行政總裁)
楊民儉先生

非執行董事

唐匯棟先生

獨立非執行董事

黃廣志先生
歐陽贊邦先生
李澤民先生

THE BOARD

Composition of the Board

The Board currently comprises seven executive, one non-executive and three independent non-executive directors. Biographic details of the Directors are set out in the section of Directors and Management Executives Profile on pages 35 to 40. All non-executive Director and independent non-executive Directors are appointed for a specific terms of two years, subject to re-election.

Executive Directors

Mr. Ip Chi Shing, Tony
(Chairman and Managing Director)
Ms. Ip Fung Kuen
(Deputy chairman)
Mr. Yip Tsz Hin, Stephen
(Deputy chairman)
Mr. Ng Siu Ping, George
Mr. Ting Hon Yam
Mr. Wong Kam Yim, Kenny
(Deputy CEO)
Mr. Young Man Kim, Robert

Non-executive Director

Mr. Tong Wui Tung, Ronald

Independent

Non-executive Directors

Mr. Wong Kong Chi
Mr. Au-Yeung Tsan Pong, Davie
Mr. Li Chak Man, Chuck

董事會 (續)

董事會組成 (續)

董事會負責本集團的領導及監控，並監察本集團的業務、策略方向及財務表現。董事會各成員為本集團提供廣泛行業、財務及商業知識與經驗，董事會制定決策及策略時得以融合彼等之技巧及專長，並確保各董事每位均可對本集團作出重大貢獻。

除葉志成先生為葉鳳娟小姐及葉子軒先生之兄外，董事之間概無其他關係。

本公司確認已經根據上市規則第3.13條收到三名獨立非執行董事就其獨立性而作出的年度確認函，而他們其中一名具備專業會計資格及相關財務管理經驗。

董事會不時就其組成及成員作出檢討，確保董事會具備所需技巧、經驗及廣泛才能，以便有效履行職責。目前，新董事之提名及委任工作由董事會全體負責。

THE BOARD (CONTINUED)

Composition of the Board (continued)

The Board is responsible for the leadership and control of the Group and oversees the businesses, strategic directions and financial performance of the Group. The members comprising the Board provide the Group with a diverse range of industry, financial and commercial knowledge and experience. This combination of skills and interests facilitates the Board in formulating its decisions and strategies and ensures that all Directors are able to make a significant and individual contribution to the Group.

Mr. Ip Chi Shing, Tony, is the brother of Ms. Ip Fung Kuen and Mr. Yip Tsz Hin, Stephen. Save as disclosed above, the Directors are not otherwise related to each other.

The Company has received annual confirmations from all three Independent Non-executive Directors in respect of their independence as set out in rule 3.13 of the Listing Rules. One of the Independent Non-executive Directors possesses the appropriate professional accounting qualifications and related financial management experience.

The Board regularly reviews its composition and membership to ensure that it possesses the necessary skill, experience and diversity to discharge its responsibilities effectively. Currently, the nomination and appointment of new directors are the responsibilities of the full Board.

董事會 (續)

董事會運作

於截至二零零六年三月三十一日年度，董事會舉行了二十四次***董事會常規及其他會議**。各董事於有關會議之出席次數均載列如下：—

THE BOARD (CONTINUED)

Operation of the Board

During the year ended 31st March, 2006, twenty-four ***regular and other Board meetings** were held by the Board. The attendance of each Director at these meetings is shown in the table below:

董事	Director	董事會常規會議		董事會其他會議	
		出席次數	缺席次數	出席次數	缺席次數
		Attended	Apologies given	Attended	Apologies given
執行董事：	Executive Directors				
葉志成先生 (主席及 董事總經理)	Mr. Ip Chi Shing, Tony (Chairman and Managing Director)	4	0	16	4
葉鳳娟小姐 (副主席)	Ms. Ip Fung Kuen (Deputy chairman)	4	0	8	12
葉子軒先生 (副主席)	Mr. Yip Tsz Hin, Stephen (Deputy chairman)	4	0	12	8
吳紹平先生	Mr. Ng Siu Ping, George	4	0	20	0
丁漢欽先生	Mr. Ting Hon Yam	4	0	7	13
黃金焰先生 (副行政總裁)	Mr. Wong Kam Yim, Kenny (Deputy CEO)	3	1	9	11
楊民儉先生	Mr. Young Man Kim, Robert	4	0	10	10
非執行董事：	Non-executive Director				
唐匯棟先生	Mr. Tong Wui Tung, Ronald	4	0	9	11
獨立非執行董事：	Independent Non-executive Directors				
黃廣志先生	Mr. Wong Kong Chi	4	0	7	13
歐陽贊邦先生	Mr. Au-Yeung Tsan Pong, Davie	3	1	6	14
李澤民先生	Mr. Li Chak Man, Chuck	4	0	10	10

* 本公司於本年度概約每季舉行一次全年共舉行四次董事會常規會議，由大多數董事親身或通過其他電子通訊方式積極參與。除舉行之董事會常規會議外，董事會亦不時召開董事會其他會議，以批准日常事務或討論董事會當時有需要注意之事宜。

* Four Regular board meetings are held approximately quarterly during the year which involve the active participation, either in person or through other electronic means of communications, by a majority of the directors. Besides the Regular board meetings, other board meetings are convened from time to time for the Board to approve routine business or discuss matters that require the Board's timely attention.

董事會 (續)

董事會運作 (續)

本集團已採取措施以便董事尋求獨立專業意見，費用由公司負責。本集團亦為新董事於委任後提供全面、正式及度身安排之簡介。

吳紹平先生身兼財務董事及公司秘書之職責，確保各董事可易於索取所有需要的資料及遵循所有董事會程序。吳先生亦負責為各董事提供持續專業發展之機會，以發展及更新彼等之知識及技巧，以確保彼等向董事會作出知情及恰當之貢獻。

董事會授權

本公司設有一份指定須由董事會作出決定事項之正式清單，並會定期檢討該清單。該等事項包括：

- 長期目標及策略
- 初步業績公佈
- 年度預算
- 主要資本開支、收購及出售
- 風險管理政策
- 關連交易
- 股息
- 新董事之委任
- 成立董事會轄下各委員會

就非指定事項，董事會向集團管理委員會（「管委會」）授權執行其主要行政，管委會之成員為六名執行董事：葉志成先生、葉子軒先生、吳紹平先生、丁漢欽先生、黃金焰先生、楊民儉先生及三名高級行政人員：李偉民先生、鄺國照先生及趙楚榜先生。管委會根據清晰界定之職權範圍運作及定期每月舉行會議，管委會負責本集團的管理及日常營運事務。

董事會亦向薪酬委員會及審核委員會轉授下述之若干職責。

THE BOARD (CONTINUED)

Operation of the Board (continued)

The Group has adopted procedures for the Directors to seek independent professional advice at the Company's expenses. New directors are offered a comprehensive, formal and tailored induction upon appointment.

The joint role of Finance Director and Company Secretary, held by Mr. George Ng, ensures that the Directors have ready access to all necessary information and that all Board procedures are followed. Mr. Ng is also responsible for offering opportunities of continuing professional development to all Directors to develop and refresh their knowledge and skills to help ensure that their contribution to the Board remains informed and relevant.

Delegation by the Board

A formal schedule of matters reserved for the Board is maintained and is subject to regular review. Those matters include:

- long term objectives and strategies
- preliminary announcements of results
- annual budgets
- major capital expenditure, acquisitions and disposals
- risk management policies
- connected transactions
- dividends
- appointment of new directors
- establishment of Board committees

In relation to non-reserved matters, the Board has delegated its principal executive responsibilities to the Group Management Committee (the "GMC"), which comprises six Executive Directors, namely Mr. Ip Chi Shing, Tony, Mr. Yip Tsz Hin, Stephen, Mr. Ng Siu Ping, George, Mr. Ting Hon Yam, Mr. Wong Kam Yim, Kenny and Mr. Young Man Kim, Robert, and three senior executives, namely, Mr. Li Wai Man, Peter, Mr. Kwong Kwok Chiu and Mr. Zhao Chu Bang. The GMC operates under a clearly defined set of Terms of Reference and normally meets on a monthly basis. It is also responsible for the management and day-to-day operations of the Group.

The Board also delegates certain responsibilities to the Remuneration and Audit Committees as described below.

董事及高級管理層之薪酬

薪酬委員會於二零零五年六月成立，由一位非執行董事及三位獨立非執行董事組成，其主席為歐陽贊邦先生。薪酬委員會主要角色及功能如下：

- 就本集團所有董事及高級管理層之薪酬政策及結構，向董事會作出建議
- 釐定各執行董事及高級管理層之薪酬

薪酬委員會之職權範圍已登載於本公司網站，並應要求時可由公司秘書提供查閱。

於截至二零零六年三月三十一日年度，薪酬委員會舉行了兩次正式會議，各成員於有關會議之出席次數載列如下：—

成員	Member	出席次數 Attended	缺席次數 Apologies given
歐陽贊邦先生	Au-Yeung Tsan Pong, Davie	2	0
黃廣志先生	Wong Kong Chi	2	0
李澤民先生	Li Chak Man, Chuck	2	0
唐匯棟先生	Tong Wui Tung, Ronald	1	1

於該等會議上，薪酬委員會：

- 批准本集團於二零零五年十月向已挑選之董事及高級管理層授予購股權
- 檢討本集團執行董事及高級管理層之薪酬結構及政策
- 討論評核執行董事表現之制度

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Remuneration Committee, which comprises one non-executive and three independent non-executive directors, is chaired by Mr. Au-Yeung Tsan Pong, Davie and was formed in June 2005. Major roles and functions of the Remuneration Committee include:

- making recommendation to the Board on the Group's policy and structure for all remuneration of Directors and senior management
- determining the remuneration packages of all Executive Directors and senior management

The terms of reference of the Remuneration Committee are available on the Company's website and from the Company Secretary on request.

During the year ended 31st March, 2006, the Remuneration Committee held two formal meetings and the attendance of each member at these meetings is shown in the table below:

In these meetings, the Remuneration Committee:

- approved the share options granted to selected Directors and senior management of the Group in October 2005
- reviewed the remuneration structure and policy of the Group's Executive Directors and senior management
- discussed the system of performance appraisal of the Executive Directors

董事及高級管理層之薪酬 (續)

董事酬金包括因管理本公司及其附屬公司事務而付給董事之款項。截至二零零六年三月三十一日止年度支付予本公司各董事的數額詳列於綜合財務報告附註9。

問責及核數

董事及核數師需承擔的責任

董事確認須負責編製本集團之財務報告及向股東提呈公布，並保證在本集團之表現、地位及前景上，提供平衡、清晰及易於理解之評估。董事會並不知悉有任何重大不明確因素以致本集團之持續經營能力可能存有疑問。

核數師報告之責任於第63頁至64頁之核數師報告內陳述。

審核委員會

審核委員會於一九九八年十一月成立及現由一位非執行董事及三位獨立非執行董事組成，其主席為黃廣志先生。審核委員會主要角色及功能如下：

- 檢討本集團財務資料
- 監控本集團財務報告系統及內部控制程序
- 監察本集團與外聘核數師的關係

審核委員會之職權範圍已登載於本公司網站，並應要求時可由公司秘書提供查閱。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the affairs of the Company and its subsidiaries. The amounts paid to each Director of the Company for the year ended 31st March, 2006 are showed in Note 9 to the consolidated financial statements.

ACCOUNTABILITY AND AUDIT

Directors' and Auditors' responsibilities

The Directors acknowledge their responsibilities for preparing the financial statements of the Group and their announcements to shareholders and commits to the presentation of a balanced, clear and comprehensive assessment of the Group's performance, position and prospects. The Board is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern.

The Auditors' reporting responsibilities are stated in the Auditors' Report on pages 63 to 64.

The Audit Committee

The Audit Committee was formed in November 1998 and currently comprises one non-executive and three independent non-executive directors and is chaired by Mr. Wong Kong Chi. Major roles and functions of the Audit Committee include:

- review of financial information of the Group
- oversight of the Group's financial reporting system and internal control procedures
- monitoring of the relationship between the Group and its external auditors

The terms of reference of the Audit Committee are available on the Company's website and from the Company Secretary on request.

問責及核數 (續)

審核委員會 (續)

審核委員會於截至二零零六年三月三十一日年度舉行了五次會議，各成員於有關會議之出席次數載列如下：—

成員	Member	出席次數 Attended	缺席次數 Apologies given
黃廣志先生	Wong Kong Chi	5	0
歐陽贊邦先生	Au-Yeung Tsan Pong, Davie	5	0
李澤民先生	Li Chak Man, Chuck	5	0
唐匯棟先生	Tong Wui Tung, Ronald	4	1

在該等會議中，審核委員會：

- 在本集團中期及年度業績獲董事會批准前對其進行審閱。在進行審閱的過程中，審核委員會專注於本集團表現與上年業績之重大偏差，以及判斷、選擇及應用會計政策之主要範圍及遵守監管規定
- 審閱內部審計部之報告、與內部審計主管就重大發現進行討論及批准內部審計計劃
- 與本集團之外聘核數師就核數計劃進行討論、按其保持獨立性之政策就其獨立性進行評估，以及檢討其所提供之非核數服務範圍

審核委員會已於二零零六年六月二十三日之審核委員會會議上審閱集團截至二零零六年三月三十一日止年度的經審核綜合財務報告。

ACCOUNTABILITY AND AUDIT (CONTINUED)

The Audit Committee (continued)

The Audit Committee met five times during the year ended 31st March, 2006 and the attendance of each member at these meetings is shown in the table below:

出席次數 Attended	缺席次數 Apologies given
5	0
5	0
5	0
4	1

In these meetings, the Audit Committee:

- reviewed the interim and annual results of the Group before their approval by the Board and in doing so, the committee focused on material deviations of the Group's performance from past year's results, major areas of judgement, selection and application of accounting policies and compliance with regulatory requirements
- received reports from the internal audit department, discussed material findings with the head of internal audit and approved the internal audit plan
- discussed the audit plan with the Group's external auditors and assessed its independence with reference to its policies for maintaining independence and reviewed the extent of non-audit services provided

An audit committee meeting was held on 23rd June, 2006 to review the Group's audited consolidated financial statements for the year ended 31st March, 2006.

問責及核數 (續)

內部控制

董事會授權管理層負責設計及執行適合內部監控之系統，以提供適當保障予財務報告、營運效能與適當法規之遵守。

內部審計部於1997年成立，獨立地監察內部監控程序之實施，並就內部監控系統之效能提供建議。內部審計主管直接向財務董事及審核委員會報告。

於二零零五年十二月，董事會授權成立內部專責小組，負責檢討守則條文第C.2.1條關於董事會須每年檢討本集團內部監控系統效能之規定。該專責小組已於二零零六年三月向董事會提出初步建議並預計於截至二零零七年三月三十一日止之財政年度將可全面遵守守則條文第C.2.1條。

核數師之酬金

截至二零零六年三月三十一日止財政年度，已付予／應付予本集團核數師德勤•關黃陳方會計師行之費用如下：

所提供之服務	Services rendered	已付／應付酬金 Fee paid/payable 千港元 HK\$'000
審核服務	Audit services	1,900
非審核服務	Non-audit services	
— 稅項服務	Taxation services	157
— 審閱中期報告	Interim review	270
審核公積金	Audit of provident fund	16

ACCOUNTABILITY AND AUDIT (CONTINUED)

Internal Control

The Board has delegated to management the responsibilities of designing and implementing an appropriate system of internal controls to provide reasonable assurance regarding the reliability of financial reporting, effectiveness and efficiency of operations and compliance with applicable laws and regulations.

The internal audit department was set up in 1997 to monitor independently the implementation of the internal control procedures and to make recommendations on the effectiveness of the internal control system. The head of internal audit reports directly to the Finance Director and the Audit Committee.

In December 2005, the Board authorized the set up of an internal task force to examine the requirements of Code provision C.2.1 regarding the annual review by the Board of the effectiveness of the Group's system of internal control. The task force made its preliminary recommendation to the Board in March 2006 and it is expected that full compliance of Code provision C.2.1 will be achieved in financial year ending 31st March, 2007.

Auditors' Remuneration

For the financial year ended 31st March, 2006, the fee paid/payable to the Group's external auditors, Messrs. Deloitte Touche Tohmatsu, is set out as follows:

投資者關係及股東通訊

董事會認同與所有股東有良好的溝通至為重要，本公司設立不同渠道保持與股東溝通。董事會之代表於每年公布本集團中期及年度業績後均會與機構投資者會面，並應要求舉行實地視察訪問。

本公司的股東週年大會（「股東大會」）提供寶貴場合讓董事會直接與個別股東溝通。董事會主席出席股東大會，並安排董事會轄下薪酬及審核委員會的主席，或在該等主席缺席時由另一名委員會成員在股東大會上回答提問。在股東大會上，每項獨立的事宜均會個別提出決議案，包括選舉董事。

本集團於二零零五年九月成立企業傳訊部，目的是為了加強與公眾人士及股東們之關係。該新部門透過參予活動、發佈集團消息及與傳媒聯繫，提升企業形象及維持高透明度。此舉致力為集團建立並促進良好形象。本集團亦致力履行企業的社會責任，促進集團在公眾聲望及企業信譽。

董事之證券交易

本公司已採納載於上市規則附錄十有關上市公司董事進行證券交易的標準守則（「標準守則」）。本公司已特別就年內董事是否有任何未遵守標準守則作出查詢，全體董事確認他們已完全遵從標準守則所規定的準則。

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of good communications with all shareholders and establishes and maintains different communication channels with its shareholders. Representatives of the Board hold meetings with institutional investors after the publication of the Group's interim and final results each year and host ad hoc site visits at requests.

The Company's Annual General Meeting (the "AGM") provides a valuable forum for the Board to communicate directly with private shareholders. The Chairman of the Board attends the AGM and arranges the chairmen of the Remuneration and Audit Committees or, in their absence, another member of the committees to be available to answer questions at the AGM. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of Directors.

The Group established a Corporate Communications Department in September 2005 with an aim to enhance its relationship with the public and its shareholders. The new department strives to build and promote the positive image of the Group by engaging in corporate identity enhancing activities and maintaining high level of transparency through frequent news disclosure and media communications. Corporate social responsibility efforts are also made to improve the Group's public standing and corporate reputation.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry, all Directors have confirmed that they have fully complied with the required standard set out in the Model Code.