

企業管治報告 Corporate Governance Report

企業管治常規守則

董事會認為，要提升公司對公眾投資者和其他股東的問責性和透明度，關鍵在於卓越的企業管治。因此，董事矢志秉持高水準的企業管治常規，以合符股東不斷提升的期望，同時履行本公司達到卓越企業管治的承諾。

本集團自上市日期起至二零零六年三月三十一日期間一直遵守上市規則附錄十四所載之企業管治常規守則(「守則」)之適用守則條文，惟董事會之審核委員會、提名委員會及薪酬委員會於該段期間並無舉行會議。於二零零六年三月三十一日後及本報告刊發前，僅曾舉行兩次審核委員會會議，以及提名委員會會議與薪酬委員會會議各一次，而各會議之全體成員均有出席。

董事會

董事會目前由三名執行董事及三名獨立非執行董事組成。三名執行董事均負責根據所有適用規則及規例(包括但不限於上市規則)處理本集團之業務。全體董事(包括獨立非執行董事)已就本集團所有主要及重大事項進行磋商。

THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Board considers that good corporate governance is essential for enhancing accountability and transparency of a company to the investment public and other shareholders. Therefore, the Directors are dedicated to maintain high standard corporate governance practices. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and to fulfill its commitment to excellence in corporate governance.

The Group has complied with the applicable code provisions set out in the Code of Corporate Governance Practices (the "Code") set out in appendix 14 to the Listing Rules for the period from the Listing Date to 31 March 2006, except that no meeting of the Audit Committee, Nomination Committee and Remuneration Committee of the Board was held during such period. Only two meetings for the Audit Committee and a meeting for each of the Nomination Committee and Remuneration Committee were held subsequent to 31 March 2006 and prior to the publishing of this report with the presence of all members of the respective committees.

BOARD OF DIRECTORS

The Board currently consists of three executive Directors and three independent non-executive Directors. All three executive Directors are responsible for dealing with the business of the Group in accordance with all applicable rules and regulations, including, but not limited to, the Listing Rules. All Directors (including independent non-executive Directors) have been consulted on all major and material matters of the Group.

董事會之角色包括監察策略性發展、業務規劃、風險管理、全年及中期業績，以及本集團其他重大營運及財務事項。董事會特別委託管理層執行之主要企業事項，包括編製全年及中期財務報表並在公開匯報前提交董事會批核、執行已獲董事會採納之業務策略及工作、實行足夠之內部監控制度及風險管理程序，以及遵守相關法定規定、規則與規例。為履行其職責，董事會定期舉行會議，並以真誠、盡責、審慎之方式行事。

自二零零五年四月一日至本報告日期期間，董事會之組成及其於定期舉行之董事會全體會議及其他委員會會議之相關出席率如下：

The role of the Board includes overseeing the strategic development, business planning, risk management, annual and interim results, and other significant operational and financial matters of the Group. Major corporate matters that are specially delegated by the Board to the management include the preparation of annual and interim financial statements to be approved by the Board before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations. In discharging its responsibilities, the Board meets regularly and acts in good faith, with due diligence and care.

The composition of the Board and their respective attendance in the regular full Board meetings and other committee meetings for the period from 1 April 2005 to the date of this report are as follows:-

| | | 會議出席次數／舉行次數 No. of meetings attended/held | | | |
|--|----------------------------------|---|--|---|---|
| | | 定期董事會 全體會議 Regular full Board meeting | 審核 委員會會議 Audit Committee meeting | 提名 委員會會議 Nomination Committee meeting | 薪酬 委員會會議 Remuneration Committee meeting |
| 執行董事 <i>Executive Directors</i> | | | | | |
| 原秋明先生 (主席) | Mr. YUEN Chow Ming (Chairman) | 4/4 | - | - | - |
| 蘇耀祥先生 | Mr. SO Yiu Cheung | 4/4 | - | - | - |
| 原偉強先生 | Mr. YUEN Wai Keung | 4/4 | - | 1/1 | 1/1 |
| 獨立非執行董事 <i>Independent non-executive Directors</i> | | | | | |
| 何鍾泰博士 | Dr. HO Chung Tai, Raymond | 3/4 | 2/2 | - | - |
| 梁以德教授 | Professor LEUNG Yee Tak | 3/4 | 2/2 | 1/1 | 1/1 |
| 張志文先生 | Mr. CHEUNG Chi Man, Dennis | 3/4 | 2/2 | 1/1 | 1/1 |

獨立非執行董事之數目符合上市規則之規定，而張志文先生具有適當的會計專業資格。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。所有獨立非執行董事之任期由二零零五年十一月十一日起為期一年，並可於任何一方發出一個月書面通知書予以終止，另須根據本公司組織章程細則於本公司股東週年大會上輪席退任。董事認為，所有獨立非執行董事均符合上市規則第3.13條所載之獨立指引。

由二零零五年十一月十一日(三名獨立非執行董事委任日期)至二零零六年三月三十一日期間，舉行了一次董事會全體會議。董事會會議記錄由本公司聯席公司秘書存置，以供本公司董事及核數師查閱。

主席及行政總裁之角色

主席及行政總裁由兩位不同人士擔任，各有不同的職責，以確保其相關的獨立性及問責性。主席原秋明先生負責領導及制定本集團之企業策略。行政總裁原偉強先生負責本集團之整體業務管理及企業發展。原秋明先生是原偉強先生之父親。董事資料已載於本報告第15至18頁之「董事及高級管理人員簡履」一節內。

The number of independent non-executive Directors has met the requirements under the Listing Rules and Mr. CHEUNG Chi Man, Dennis has appropriate accounting professional qualifications. 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. All the independent non-executive Directors are appointed for a period of one year commenced from 11 November 2005 which may be terminated by either party by giving one month's written notice and subject to retirement by rotation at the annual general meeting of the Company in accordance with the articles of association of the Company. The Directors are of the view that all independent non-executive Directors meet the independence guidelines set out in rule 3.13 of the Listing Rules.

During the period from 11 November 2005 (the date of appointment of the three independent non-executive Directors) to 31 March 2006, one full Board meeting was held. Minutes of the Board meetings are being kept by the joint company secretaries of the Company and are available for inspection by the Directors and auditors of the Company.

THE ROLES OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the Chairman and the Chief Executive Officer are held by two different persons and each of them plays a distinctive role to ensure their respective independence and accountability. The Chairman, Mr. YUEN Chow Ming, is responsible for the leadership and formulation of corporate strategies of the Group. The Chief Executive Officer is Mr. YUEN Wai Keung and is responsible for the overall business management and corporate development of the Group. Mr. YUEN Chow Ming is the father of Mr. YUEN Wai Keung. Further details on the Directors are set out on pages 15 to 18 under the section headed "Biographical Details of the Directors and Senior Management" of this report.

董事證券交易之標準守則

本公司已採納上市規則附錄十的上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事買賣證券的行為守則。各執行董事服務合約及各獨立非執行董事委任書之條款已載有遵守上市規則之責任。本公司已向董事作出特定查詢，所有董事均已確認，由上市日期至二零零六年三月三十一日期間，彼等一直遵守標準守則所載之規定。

審核委員會

審核委員會由三名獨立非執行董事組成，分別為張志文先生、何鍾泰博士及梁以德教授。委員會於二零零五年十一月十一日成立，其職權範圍乃遵照守則而制定。

張志文先生具有專業會計資格及相關之會計經驗，並為審核委員會主席。

根據審核委員會之職權範圍，其主要角色及功能為審閱本集團之財務資料、監察本集團之財務匯報及內部監控制度，並與本公司核數師維持良好關係。本集團截至二零零六年三月三十一日止年度之全年業績提交董事會批准前，已於二零零六年六月十五日及二零零六年七月十三日經過審核委員會審閱。

MODEL CODE FOR 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 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. The obligations to comply with the Listing Rules are set out in the terms of the service contract of each executive Director and the letter of appointment of each independent non-executive Director. The Company has made specific enquiries with the Directors, and all Directors have confirmed that they have complied with the requirements set out under the Model Code for the period from the Listing Date to 31 March 2006.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive Directors, namely, Mr. CHEUNG Chi Man, Dennis, Dr. HO Chung Tai, Raymond and Professor LEUNG Yee Tak, and was set up on 11 November 2005 with terms of references in compliance with the Code.

Mr. CHEUNG Chi Man, Dennis, who possesses a professional accounting qualification and relevant accounting experience, is the Chairman of the Audit Committee.

Under its terms of reference, the main role and functions of the Audit Committee are to review the Group's financial information, to supervise the Group's financial reporting and internal control systems, and to maintain relations with the auditors of the Company. The Group's final results for the year ended 31 March 2006 have been reviewed by the members of the Audit Committee before submission to the Board for approval on 15 June 2006 and 13 July 2006.

提名委員會

提名委員會由一名執行董事原偉強先生(主席)，以及兩名獨立非執行董事分別為梁以德教授及張志文先生組成。委員會於二零零六年二月二十五日成立，其職權範圍乃遵照守則而制定。

提名委員會之主要功能是協助及向董事會提出建議，以確保所有提名均屬公平且具透明度。提名委員會之工作包括檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)、就任何擬作出的變動向董事會提出建議，以及釐定提名董事的政策。

薪酬委員會

薪酬委員會由一名執行董事原偉強先生(主席)，以及兩名獨立非執行董事分別為梁以德教授及張志文先生組成。委員會於二零零六年二月二十五日成立，其職權範圍乃遵照守則而制定。

薪酬委員會之主要職責是檢討董事及高級管理人員之政策及架構，向董事會提出建議，以及釐定董事及高級管理人員之薪酬待遇。

薪酬委員會已考慮及檢討全體董事及高級管理人員的現有薪酬條款。薪酬委員會已根據同類公司支付的薪酬、董事及高級管理人員須付出的時間及職責，以及是否應該按表現釐訂薪酬等，考慮及檢討本集團之薪酬政策。薪酬委員會認為各董事及高級管理人員現行之薪酬條款公平合理。

NOMINATION COMMITTEE

The Nomination Committee consists of one executive Director, Mr. YUEN Wai Keung (Chairman), and two independent non-executive Directors, namely, Professor LEUNG Yee Tak and Mr. CHEUNG Chi Man, Dennis, and was set up on 25 February 2006 with terms of reference in compliance with the Code.

The main function of the Nomination Committee is to assist and make recommendation to the Board to ensure that all the nominations are fair and transparent. The work of the Nomination Committee includes reviewing the structure, size and composition (including skills, knowledge and experience) of the Board and making recommendations to the Board regarding any proposed change and determining the policy for the nomination of Directors.

REMUNERATION COMMITTEE

The Remuneration Committee comprises one executive Director, Mr. YUEN Wai Keung (Chairman), and two independent non-executive Directors, namely, Professor LEUNG Yee Tak and Mr. CHEUNG Chi Man, Dennis, and was set up on 25 February 2006 with terms of references in compliance with the Code.

The key responsibilities of the Remuneration Committee are to review and make recommendation to the Board on the policy and structure for remuneration of the Directors and the senior management and determining the remuneration package of the Directors and the senior management.

The Remuneration Committee has considered and reviewed the existing terms of remunerations of all the Directors and the senior management. The Remuneration Committee has considered and reviewed the Group's remuneration policy in relation to that of comparable companies, time commitment and responsibilities of the Directors and the senior management and desirability of performance-based remuneration. The Remuneration Committee considered that the existing terms of remunerations of the Directors and the senior management were fair and reasonable.

內部監控

本集團董事會及管理層維持穩健妥善而且有效率的內部監控，以確保本集團的經營成效和效率，從而達到既定的企業目標、保障本集團資產、提供可靠的財務報告及遵守適用的法律和規例。

董事會亦負責斷定財務匯報的內部監控是否足夠及披露監控與程序是否有效。董事會透過審核委員會檢討此等制度的成效。

企業傳訊

本公司致力與其股東及投資者維持長遠關係，遵從誠信、規範及高透明度的原則，同時根據上市規則披露所需資料。為確保與投資者、分析員及基金經理的溝通有效而清晰，執行董事及指定高級行政人員須根據本公司既定的常規安排及舉行會議。本公司已根據上市規則所載之規定，適時公佈其截至二零零六年三月三十一日止年度之年度業績。

INTERNAL CONTROL

The Board and the management of the Group maintain a sound and effective system of internal control of the Group so as to ensure the effectiveness and efficiency of operations of the Group in achieving the established corporate objectives, safeguarding assets of the Group, rendering reliable financial reporting and complying with the applicable laws and regulations.

The Board is also responsible for making appropriate assertions on the adequacy of internal controls over financial reporting and the effectiveness of disclosure controls and procedures. Through the Audit Committee, the Board reviews the effectiveness of these systems.

CORPORATE COMMUNICATION

The Company endeavors to maintain a long-term relationship with its shareholders and investors with an adherence to the principles of integrity, regularity and high transparency and disclose the required information in compliance with the Listing Rules. To ensure effective and clear communications with the investors, analysts and fund manager, meetings are arranged and conducted by the executive Directors and designated senior executives according to established practices of the Company. The Company has announced its annual results for the year ended 31 March 2006 in a timely manner, which is in accordance with the requirement set out in the Listing Rules.

董事及核數師於財務報表之責任

董事確認須負責監管就每個財政期間編製的財務報表，均能真實及公正地反映本集團之財務狀況、期內業績與現金流量。在編製截至二零零六年三月三十一日止年度賬目時，董事已選擇並貫徹採用合適的會計政策；採納合適的香港財務報告準則及香港會計準則；作出審慎而合理的判斷和估計，以及持續營運基準編製會計賬目。董事亦保證本集團之財務報表將會適時發表。

本公司核數師在有關本集團財務報表中就他們的申報責任作出的聲明已載於本報告第38至39頁之「核數師報告」一節內。

核數師薪酬

本公司核數師已獲聘由上市日期至二零零六年三月三十一日期間向本集團提供審計服務。本公司於截至二零零六年三月三十一日止年度內支付予核數師的費用已載於財務報表附註6。

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities for overseeing 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 results and cash flow for the period. In preparing the accounts for the year ended 31 March 2006, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standard and Hong Kong Accounting Standards; made prudent and reasonable judgments and estimates and have prepared the accounts on the going concern basis. The Directors also warrant that the Group's financial statements will be published in a timely manner.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the section headed "Auditors' Report" on pages 38 to 39 of this report.

AUDITORS' REMUNERATION

The auditors of the Company have been employed to provide audit services to the Group during the period from the Listing Date to 31 March 2006. During the year ended 31 March 2006, the amount paid to the auditors of the Company is set out in note 6 to the financial statements.