

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to ensuring a high standard of corporate governance practices and believes that they are essential for maintaining and promoting investors' confidence. The Board reviews its corporate governance practices from time to time in order to meet public and shareholders' expectation and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Code on Corporate Governance Practices ("CG Code") issued by The Stock Exchange of Hong Kong Limited ("Stock Exchange") came into effect on 1st January, 2005. The CG Code sets out two levels of corporate governance practices namely, mandatory code provisions that a listed company must comply with or explain its non-compliance, and recommended best practices that listed companies are encouraged to comply with but need not disclose in the case of non-compliance. For the year ended 31st March, 2006, the Company is in compliance with the mandatory code provisions of the CG Code except for certain areas of non-compliance that are discussed later in this report.

## BOARD OF DIRECTORS

The Board's primary responsibilities are to formulate the Company's long-term corporate strategy, to oversee the management of the Group, to evaluate the performance of the Group and to assess the achievement of targets periodically set by the Board.

In addition, the Board has also established Board Committees and has delegated to these Board Committees various responsibilities set out in their terms of reference respectively.

## BOARD COMPOSITION

The Board comprises nine Directors, more than one-third of the Directors are non-executive and independent of the management. The Board are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The Board has a balance of skill and experience appropriate for the requirements of the Group's businesses. At 31st March, 2006, five of the Directors are executive, namely Mr Hung Hon Man, Chairman, Mr Cham Wai Ho Anthony, Vice Chairman, Mr Shum Kin Wai Frankie, Managing Director, Mr Wong Sheung Kwong and Mr Cheng Wai Ho, and four of the Directors are independent non-executive, namely Mr Liu Chun Ning Wilfred, Mr Chung Wai Keung, Mr Man Kong Yui and Mr Kwong Chi Kit Victor. Each of Directors' respective biographical details are set out in the "Biographical Details of Directors and Senior Management" of this annual report.

# 企業管治報告

## 企業管治常規

董事會恪守維持高水平的企業管治常規的承諾，並堅信此對於維持及提高投資者的信心至為重要。為了達到公眾和股東之期望和符合日趨嚴謹的監管要求，以及實踐董事會對堅守優越企業管治的承諾，董事會不斷檢討集團的企業管治常規。

香港聯合交易所有限公司（「聯交所」）發出的《企業管治常規守則》（「企業管治常規守則」）已於二零零五年一月一日生效。企業管治常規守則訂明兩個層次的企業管治守則，包括：強制守則條文－上市公司必須遵守，或對任何偏離守則條文的情況作出解釋；及建議最佳常規－鼓勵上市公司加以遵守但毋需披露偏離常規的情況。除了於本報告內描寫的偏離外，本公司於截至二零零六年三月三十一日止年度已遵守企業管治常規守則中的強制守則條文。

## 董事會

董事會之主要職責為制訂本公司之長遠企業策略、監督本集團之管理、評估本集團之表現及評核能否達到董事會定期設定之目標。

此外，董事會亦已成立董事會轄下之委員會，並按有關委員會之職權範圍之條文將不同職責交予有關董事會轄下之委員會負責。

## 董事會之組成

董事會由九名董事組成，超過三分之一之董事為非執行董事並且為管理層之獨立人士。通過指示並監督本公司之事務，董事會共同負責推動本公司之成功發展。董事會擁有本集團業務所需之各種合適技巧及經驗。於二零零六年三月三十一日，五名董事為執行董事，分別為主席洪漢文先生、副主席湛威豪先生、董事總經理岑建偉先生、王湘江先生及鄭偉浩先生，另外四名董事為獨立非執行董事，分別為廖俊寧先生、鍾偉強先生、文剛銳先生及鄺志傑先生。各董事之履歷載於本年報「董事及高級管理層履歷」。

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### BOARD COMPOSITION (continued)

During the year ended 31st March, 2006, the Board at all time met the minimum requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) relating to the appointment of at least three independent non-executive Directors, and complied with the requirement that these should include one such director with appropriate professional qualifications of accounting or related financial management expertise. Both Mr Liu Chun Ning Wilfred and Mr Kwong Chi Kit Victor have the appropriate professional qualifications and experience in financial matters required.

Pursuant to the requirement in the Listing Rules, the Company has received a written confirmation from each of the independent non-executive Directors of his independence to the Company.

To the best knowledge of the Company, there is no financial, business, family relationship among the members of the Board. Each of Directors also does not have any direct or indirect material relationship with the Group.

### BOARD PRACTICES

The Board meets at least four times each year at approximately quarterly intervals to discuss the Group’s business development, operation and financial performance. Notice of at least 14 days is given to all Directors for all regular Board meetings to give all Directors an opportunity to attend. All regular Board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board. All Directors have access to board paper and related materials, and are provided with adequate information which enable the Board to make an informed decision on the matters to be discussed and considered at the Board meetings. Minutes of Board meetings are kept by the Company Secretary and are opened for inspection at any reasonable time on reasonable notice by any Director.

To facilitate the decision-making process, the Directors are free to have access to the management for enquiries and to obtain further information, when required and the Directors can obtain independent professional advice at the Company’s expense.

### 董事會之組成(續)

於截至二零零六年三月三十一日止年度，董事會一直符合聯交所證券上市規則（「上市規則」）對最少委任三名獨立非執行董事之最低要求，並已遵守須有一名獨立非執行董事具備合適之會計或相關財務管理專業知識的專業資格之規定。廖俊寧先生與鄺志傑先生皆具備所需之財務事宜方面的合適專業資格及經驗。

根據上市規則之規定，本公司已收到各獨立非執行董事就其獨立性而向本公司發出之書面確認。

據董事所知，董事會成員之間並無任何財務、業務或家族關係。各董事與本集團亦無任何直接或間接之重要關係。

### 董事會常規

董事會每年最少舉行四次會議，約每季舉行一次，討論本集團的業務發展、營運及財務表現。就董事會所有定期會議，全體董事均會獲發最少十四天通知，以讓所有董事皆可抽空出席。所有定期董事會會議均設有正式議程，具體列出待議事項供董事會審議。所有董事均有權查閱董事會文件及有關材料，並會及時獲提供充分資料，使董事會可就提呈會議討論省覽的事項作出知情決定。董事會會議記錄由公司秘書備存，任何董事可藉發出合理通知而於任何合理時段查閱董事會會議記錄。

為加快決策程序，董事可於需要時隨時聯絡管理層以提出問題及索取進一步資料，董事可諮詢獨立專業人士之意見，費用由本公司支付。

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## BOARD PRACTICES (continued)

During the year ended 31st March, 2006, 25 Board meetings have been held. Details of the attendance of the Directors are as follows:

### Executive Directors

Mr Hung Hon Man ( <i>Chairman</i> )	洪漢文先生 (主席)
Mr Cham Wai Ho Anthony	湛威豪先生
Mr Shum Kin Wai Frankie	岑建偉先生
Mr. Wong Sheung Kwong	王湘江先生
Mr Cheng Wai Ho	鄭偉浩先生

### Independent non-Executive Directors

Mr Liu Chun Ning Wilfred	廖俊寧先生
Mr Chung Wai Keung	鍾偉強先生
Mr Man Kong Yui (appointed on 3rd October, 2005)	文剛銳先生 (於二零零五年十月三日獲委任)
Mr Kwong Chi Kit Victor (appointed on 3rd October, 2005)	鄺志傑先生 (於二零零五年十月三日獲委任)
Mr Lin Zhi Hang (Resigned on 3rd January, 2006)	蔺之航先生 (於二零零六年一月三日辭任)

In addition, an independent board committee, comprising all independent non-executive Directors at the moment, was formed in October, 2005 to advise independent shareholders in relation to the issue of the 3-year HK\$300 million 2% convertible note.

## 董事會常規 (續)

於截至二零零六年三月三十一日止年度，董事會舉行25次董事會會議。董事之出席率詳情如下：

Board 董事會	Number of Board meetings attended/ Number of Board meetings held 出席董事會會議之次數/舉行之董事會會議次數		
	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會

	25/25	0/2	0/1	0/3
	25/25	0/2	0/1	0/3
	25/25	0/2	0/1	0/3
	25/25	0/2	0/1	0/3
	22/25	0/2	0/1	0/3

	12/25	1/2	1/1	2/3
	9/25	2/2	1/1	1/3
	12/25	1/2	1/1	3/3
	10/25	1/2	1/1	3/3
	1/25	1/2	0/1	0/3

此外，本公司於二零零五年十月成立之獨立董事委員會(當時由全體獨立非執行董事組成)，以就發行為數3億港元之3年期2%可換股票據一事向獨立股東提供意見。

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years and will continue thereafter unless and until terminated by either party giving not less than three months' prior notice in writing to the other. With the exception of Mr Hung Hon Man as the Chairman of the Company, all Directors are subject to retirement from office by the rotation at each annual general meeting as required by the Articles of Association of the Company ("Articles of Association").

CG Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term subject to re-election. The non-executive Directors of the Company are not appointed for specific terms but subject to retirement by rotation and re-election at the annual general meeting of the Company according to the provisions of the Articles of Association.

CG Code provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. According to the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest one-third) should retire from office by rotation. Further, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next following annual general meeting of the Company and should then be eligible for re-election at the meeting. To ensure full compliance with the code provision A.4.2, relevant amendments to the Articles of Association of the Company were proposed and approved by the shareholders at the extraordinary general meeting held on 23rd November, 2005.

At the forthcoming annual general meeting of the Company, Mr Cheng Wai Ho, Mr Liu Chun Ning, Wilfred, Mr Man Kong Yui and Mr Kwong Chi Kit Victor will retire by rotation and, being eligible will offer themselves for retirement.

## 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 securities transactions by the Directors. All the Directors have confirmed, following a specific enquiring by the Company, that they have complied with the required standard set out in the Model Code throughout the year ended 31st March, 2006.

## 委任及重選董事

各執行董事與本公司訂立初步固定為三年之服務合約，該等合約將一直有效，直至其中一方向對方發出不少於三個月之書面通知為止。除本公司主席洪漢文先生外，全體董事須按本公司之公司組織章程細則（「公司組織章程細則」）之規定於各股東週年大會上輪值告退。

企業管治常規守則條文A.4.1規定，非執行董事的委任應有指定任期，並須接受重新選舉。本公司非執行董事的委任並無指定任期，而須依據公司組織章程細則輪流退任及於本公司之股東週年大會上膺選連任。

企業管治常規守則條文A.4.2規定，所有為填補臨時空缺而被委任的董事應在接受委任後的首次股東大會上接受股東選舉，而每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。根據公司組織章程細則，在本公司每年的股東週年大會上，當其時的董事中的三分之一，或如董事的人數並非三或三的倍數，則最接近三分之一人數的董事須輪流卸任。此外，獲委任以填補某臨時空缺或增加董事會的名額的董事，只任職至本公司下屆股東週年大會，並於其時有資格在大會上再度當選。為確保全面遵守守則條文A.4.2之規定，已建議對本公司之公司組織章程細則作出有關修訂，並獲股東於二零零五年十一月二十三日舉行之股東特別大會上批准。

鄭偉浩先生、廖俊寧先生、文剛銳先生及鄭志傑先生將於應屆股東週年大會上輪值告退，惟符合資格並願膺選連任。

## 董事之證券交易

本集團已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之行為守則。本公司已對各董事作出具體查詢，而各董事確認於截至二零零六年三月三十一日止年度均遵守守則載列之規定標準。

# CORPORATE GOVERNANCE REPORT

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separate and should not be performed by the same individual. The Company does not at present have any officer with the title CEO, Mr Hung Hon Man is the chairman of the Company and has also carried out the responsibility of CEO. Mr Hung possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. The Board considers the present structure is more suitable to the Company because it can promote the efficient formulation and implementation of the Company’s strategies.

## COMMITTEES OF THE BOARD

### Nomination Committee

The Nomination Committee was established on 2nd December, 2005 with a written terms of reference which are available from the Company Secretary at any time. The terms of reference of the Nomination Committee include making recommendations for all appointment, re-designation and re-appointment of Directors to the Board. It comprises four members, all of whom are independent non-executive Directors, namely Mr Liu Chun Ning Wilfred, Mr Chung Wai Keung, Mr Man Kong Yui and Mr Kwong Chi Kit Victor.

The Nomination Committee is also responsible for determining the independence of each Director and conducting formal assessment of the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board. In evaluating the Board’s performance, the Nomination Committee considers a number of factors, including those set out in the CG Code.

The Nomination Committee meets at least once a year. During the year, the Nomination Committee has held its first meeting on 2nd December, 2005 to define its terms of reference, to review the structure, size and composition of the existing Board, and to recommend to the Board that the structure, size and composition (including the skills, knowledge and experience) of the Board members and senior staff members of the Company.

The attendance of each member of the Nomination Committee, on named basis, at committee meetings during the year is set out in the section “Board Practices” of this report above.

# 企業管治報告

## 主席及行政總裁

企業管治常規守則條文A.2.1規定，主席與行政總裁（「行政總裁」）的角色應有區分，並不應由一人同時兼任。本公司現時並無任何具有行政總裁職銜之高級人員。洪漢文先生為本公司之主席，亦負責執行行政總裁之職責。洪先生具有管理董事會所需之領導技巧，亦十分熟悉本集團之業務。董事會認為，現時之架構較適合本公司，因其有助有效制訂及執行本公司之策略。

## 董事會轄下之委員會

### 提名委員會

提名委員會於二零零五年十二月二日成立並以書面訂明職權範圍。公司秘書可隨時提供提名委員會之職權範圍。提名委員會之職權範圍包括就董事之一切委員、調任及續任向董事會提供建議。提名委員會由四名獨立非執行董事組成，分別為廖俊寧先生、鍾偉強先生、文剛銳先生及鄺志傑先生。

提名委員會亦負責釐定各董事之獨立性，對董事會整體工作之成效以及各董事對促進董事會有效工作所作之貢獻進行正式評核。於評估董事會之表現時，提名委員會會考慮多項因素，其中包括企業管治常規守則所載者。

提名委員會每年最少舉行一次會議。年內，提名委員會於二零零五年十二月二日舉行首次會議以訂出其職權範圍、審議董事會之現行架構、規模及組成，並就董事會成員及本公司高層人員之架構、規模及組成（包括其技巧、知識及經驗）向董事會提出建議。

提名委員會各成員於年內委員會會議之出席率的具名披露載於本報告上文「董事會常規」一節。

## COMMITTEES OF THE BOARD (continued)

### Remuneration Committee

The Remuneration Committee was established on 2nd December, 2005 with written terms of reference no less exacting terms than the CG Code. The terms of reference of the Remuneration Committee are available from the Company Secretary at any time. The Remuneration Committee currently comprises four independent non-executive Directors, namely Mr Liu Chun Ning Wilfred, Mr Chung Wai Keung, Mr Man Kong Yui and Mr Kwong Chi Kit Victor.

The duties of the Remuneration Committee includes making recommendations to the Board on the remuneration policy and structure of the Directors and senior management, approving the remuneration, determining the remuneration packages of all Directors and senior management and approving the compensation to Directors and senior management on termination or dismissal provided that no Director was involved in deciding his/her own remuneration. Details of the amount of Directors' emoluments during the financial year ended 31st March, 2006 are set out in note 13 to the accounts in this annual report.

The emolument policy of the employees of the Group is set up on the basis of their merit, qualifications and competence. The emoluments of the Directors are determined with reference to the Company's operating results, individual performance and the prevailing market rates.

The Remuneration Committee meets at least once a year. During the year, the Remuneration Committee has held its first meeting on 2nd December, 2005 to define its terms of reference. On 28th February, 2006 and 2nd March, 2006, two meetings were held to consider granting share options to certain employees under the Company's Share Option Scheme.

The attendance of each member of the Remuneration Committee, on named basis, at committee meetings during the year is set out in the section "Board Practices" of this report above.

## 董事會轄下之委員會 (續)

### 薪酬委員會

薪酬委員會於二零零五年十二月二日成立，其職權範圍與企業管治常規守則之規定同樣嚴謹。公司秘書可隨時提供薪酬委員會之職權範圍。薪酬委員會現時由四名獨立非執行董事組成，分別為廖俊寧先生、鍾偉強先生、文剛銳先生及鄭志傑先生。

薪酬委員會之職責包括就董事及高級管理層之薪酬政策及架構向董事會提供建議，批准有關薪酬、釐定全體董事及高級管理層之薪津組合，以及批准董事及高級管理層不再受聘或被罷免時獲發之補償，惟董事不可參與自身薪酬之釐定。截至二零零六年三月三十一日止財政年度之董事酬金詳情載於本年報賬目附註13。

本集團僱員之薪酬政策乃根據彼等之優點、資歷及能力而訂立。董事酬金乃參考本公司之營運業績、個人表現及目前之市場水平而訂立。

薪酬委員會每年最少舉行一次會議。年內，薪酬委員會於二零零五年十二月二日舉行首次會議以訂出其職權範圍。於二零零六年二月二十八日及二零零六年三月二日，薪酬委員會舉行兩次會議以考慮根據本公司之購股權計劃向若干僱員授出購股權。

薪酬委員會各成員於年內委員會會議之出席率的具名披露載於本報告上文「董事會常規」一節。

# CORPORATE GOVERNANCE REPORT

# 企業管治報告

## COMMITTEES OF THE BOARD (continued)

### Audit Committee

CG Code provision C.3.3 stipulates that the terms of reference of the audit committee should include at least those duties as set out in the provision. On 2nd December, 2005, the terms of reference of the audit committee has been revised to ensure on compliance with the CG code.

The Audit Committee currently comprises four members, all of whom are independent non-executive Directors. The members are Mr Liu Chun Ning Wilfred, Mr Chung Wai Keung, Mr Man Kong Yui and Mr Kwong Chi Kit Victor, all of whom are not involved in the day-to-day management of the Company.

The Audit Committee convenes meetings at least twice a year. The Audit Committee is responsible for reviewing the Company's financial information (including the Company's financial statements, annual reports, interim reports and major comments on financial reporting contained in the financial statements and reports), examining and studying the Company's financial reporting system and procedures for internal supervision and control, and making recommendations to the Board on matters regarding the appointment of external auditors and audit fee etc.

During the year under review, the Audit Committee held two meetings, during which the annual report for the year ended 31st March, 2005 and the interim report for the six months ended 30th September, 2005 were reviewed. Please refer to the table set out in the section "Board Practices" of this report for the attendance record of individual Audit Committee members.

Save as disclosed above, the Audited Committee has reviewed the audited financial statements of the Company for the year ended 31st March, 2006.

The Audit Committee has recommended to the Board that Deloitte Touche Tohmatsu, Certified Public Accountants ("Deloitte"), be nominated for re-appointment as external auditors of the Company at the forthcoming annual general meeting of the Company.

## 董事會轄下之委員會(續)

### 審核委員會

企業管治常規守則條文C.3.3規定，審核委員會之職權範圍最少應包括有關規定所載之職責。於二零零五年十二月二日，審核委員會之職權範圍已予修訂，以確保符合企業管治常規守則。

審核委員會現時由四名獨立非執行董事組成，分別為廖俊寧先生、鍾偉強先生、文剛銳先生及鄭志傑先生，彼等並無參與本公司之日常管理。

審核委員會每年最少舉行兩次會議。審核委員會負責審閱本公司之財務資料(包括本公司之財務報表、年報、中期報告及有關財務報表與報告所載之財務申報的主要意見)、檢視研究本公司之財務申報系統及進行內部監督及控制之程序，就委任外聘核數師及審核費等事宜向董事會提出建議。

於回顧年度，審核委員會舉行兩次會議，會上審議了截至二零零五年三月三十一日止年度之年報及截至二零零五年九月三十日止六個月之中期報告。有關審核委員會各成員之出席記錄，請參閱本報告「董事會常規」一節中的列表。

除上文披露者外，審核委員會已審閱本公司截至二零零六年三月三十一日止年度之經審核財務報表。

審核委員會已向董事會建議，於本公司應屆股東週年大會上提名執業會計師德勤•關黃陳方會計師行(「德勤」)續任為本公司之外聘核數師。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

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### ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of accounts of each financial period, which give a true and fair view of the state of affairs of the Company and of the results and cash flow for that period. In preparing the accounts for the year ended 31st March, 2006, the Directors have selected suitable accounting policies and have applied them consistently, adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards which are pertinent to its operations and relevant to the financial statements, made judgments and estimates that are prudent and reasonable, and have prepared the accounts on a going concern basis.

### AUDITORS' REMUNERATION

For the year ended 31st March, 2006, Deloitte, the external auditors of the Group, provided the following services to the Group:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Audit services	審核服務	1,033	813
Taxation Services	稅務服務	21	19
Total	總計	1,054	832

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the effectiveness of the Group's internal control systems. The internal control systems are designed to meet the Group's particular needs and the risks to which it is exposed, and by their nature can only provide reasonable, but not absolute assurance against misstatement or loss.

Procedures have been set up for safeguarding assets against unauthorised use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication. Qualified management throughout the Group maintains and monitors the internal control systems on an ongoing basis.

### 問責及審核

董事負責監察各財政期間之賬目，有關賬目須真實和公平地反映本公司之事務狀況及該段期間之業績及現金流量。於編製截至二零零六年三月三十一日止年度之賬目時，董事已選取並貫徹採用與集團業務及財務報表有關之合適會計政策、採用合適之香港財務報告準則及香港會計準則、作出審慎合理之判斷及估計，並已按持續經營基準編製賬目。

### 核數師酬金

截至二零零六年三月三十一日止年度內，本集團之外聘核數師德勤向本集團提供以下服務：

### 內部控制及風險管理

董事會負責維持妥善之本集團內部監控系統。內部監控系統之設計是為符合本集團特定需要及應付集團面對之風險，此系統旨在就任何失實陳述或損失提供合理而非絕對之保證。

本集團已制訂程序以防止資產在未經授權情況下被使用或處置、控制資本開支、妥善保存妥當之會計記錄以提供可靠財務資料作業務或刊發之用。本集團合資格之管理層持續維繫和監管內部監控系統。



## CORPORATE GOVERNANCE REPORT

## 企業管治報告

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

In order to develop and maintain a continuing investors' relationship with the Company's shareholders, the Company has established various channels of communications with its shareholders such as publication of interim and annual reports, press release and announcement of the latest development of the Company in a timely manner. The annual general meeting provides an opportunity for shareholders to exchange views with the Board. The Chairman as well as chairmen of different Committees are available to answer shareholders' questions. Moreover, resolutions are proposed at annual general meeting on each substantially separate issue, including the election of individual Directors. In addition, details of the poll voting procedures and the rights of shareholders to demand a poll are included in the circular to shareholders despatched together with the annual report. Details of the proposed resolutions are also set out in the circular.

### 股東權利及投資者關係

為與本公司股東發展和維繫持續之投資者關係，本公司已成立多個與股東溝通之渠道，譬如刊發中期報告及年報，適時地就本公司之最新發展發出新聞稿及公佈。股東亦可藉股東週年大會與董事會交換看法。主席以及各委員會之主席會親自解答股東之提問。此外，於股東週年大會上將就各項重要議題（包括個別董事之選舉）提呈決議案。此外，投票表決程序之詳情及股東要求投票表決之權利乃載於隨本年報寄交股東之通函內。將提呈之決議案的詳情亦載於通函內。