

## GOVERNANCE FRAMEWORK

The Company is committed to building and maintaining high standards of corporate governance practices. The Company adopted its own Code on Corporate Governance Practices (the "QPL Code") incorporating the principles and code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). A copy of the QPL Code is posted on the Company's website.

Throughout the year under review, the Company has applied the principles and complied with all the code provisions set out in the CG Code applicable to the year under review except for the deviations explained in the relevant paragraphs below.

## BOARD OF DIRECTORS

The board of directors (the "Directors") of the Company (the "Board") assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Group's affairs. Responsibilities of the Board include but are not limited to the formulation of the Group's strategy and policies, setting of corporate and management targets and key operational initiatives, monitoring and control of operational and financial performance, and approval of major capital expenditures, major investments, material acquisitions and disposal of assets, corporate or financial restructuring and significant operational financial and management matters.

The Board delegates the day-to-day management and operations of the Group's businesses to the executive management under the supervision of the chief executive officer. The division of responsibilities between the Board and the management is set out in the QPL Code.

## 管治架構

本公司致力建立及維持高水平之企業管治常規。本公司已採納本身之企業管治常規守則（「QPL守則」）。QPL守則已涵蓋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14內之企業管治常規守則（「企業管治守則」）所連載之原則及守則條文。QPL守則副本刊載於本公司之網站。

於整個回顧年度，本公司已採納原則及遵守適用於回顧年度之企業管治守則所載之所有守則條文，惟以下相關段落所解釋之偏離情況除外。

## 董事會

本公司之董事會（「董事會」）肩負領導及監控本公司之責任，並透過領導及監督本集團之事務，共同負責帶領本公司邁向成功之路。董事會之責任包括（但不限於）制訂本集團之策略及政策、訂立企業及管理目標及主要之經營方針、監察及監控營運及財務表現，以及審批主要資本開支、主要投資、重大資產收購及出售、企業或財務重組及重大營運財務及管理事宜。

董事會在行政總裁之監督下轉授行政管理層負責本集團業務之日常管理及營運事務之權力。董事會及管理層責任之分野載於QPL守則。

Three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, have also been established to oversee particular aspects of the Group's affairs. Details of these three committees are set out below.

The Company has established a policy enabling Directors to seek independent professional advice in appropriate circumstances at the Company's expense. The Board will provide separate independent professional advice to Directors to assist the relevant Director or Directors to discharge his/their duties to the Company as and when requested or necessary.

### *Board Composition*

The structure, size and composition of the Board are reviewed from time to time to ensure that the Board has a balanced composition of skills and experience appropriate for the requirements of the businesses of the Group, and that the balance between executive Directors and independent non-executive Directors is sufficient to provide adequate checks for safeguarding the interests of the shareholders of the Company and to enable the Board to exercise independent judgment.

During the year under review and up to the date of this Annual Report, the Board consists of two executive Directors, one of whom is the founder of the Group and Chairman of the Board, and three non-executive Directors, all of whom are independent non-executive Directors.

三個董事委員會(審核委員會、薪酬委員會及提名委員會)亦已成立，以監察本集團各方面事務。該三個委員會之詳情載於下文。

本公司已確立一項董事在適當情況下可尋求獨立專業意見之政策，費用由本公司支付。董事會將向董事提供個別獨立之專業意見，以協助相關董事或董事在要求時或有需要時執行其／彼等對本公司之職責。

### *董事會組成*

董事會之架構、人數及組成會不時檢討，以確保董事會因應本集團業務之要求而具備適當技能及經驗，而執行董事與非執行董事之均衡分配比例，足以提供足夠制衡，以保障本公司股東之利益，以及有助董事會行使獨立判斷。

於回顧年度及截至本年報日期，董事會包括兩位執行董事，其中一位為本集團創辦人及董事會主席，以及三位非執行董事，彼等皆為獨立非執行董事。

## CORPORATE GOVERNANCE REPORT (CONT'D) • 企業管治報告(續)

### *Executive Director and Chairman of the Board*

Li Tung Lok

### 執行董事及董事會主席

李同樂

### *Executive Directors*

Kwan Kit Tong Kevin

*(Chief Executive Officer and Group Financial Controller)*

(appointed on 1st January, 2006)

Cheng Hoi Tao Henry *(Vice President of Operations)*

(resigned on 1st January, 2006)

### 執行董事

關傑銅

*(行政總裁兼本集團財務總監)*

(於二零零六年一月一日獲委任)

鄭海滔 *(營運副總裁)*

(於二零零六年一月一日辭任)

### *Independent Non-executive Directors*

Robert Charles Nicholson

Sze Tsai To Robert

Wong Chun Bong Alex

### 獨立非執行董事

黎高臣

史習陶

王振邦

The Directors have extensive industry knowledge and experience in corporate management, strategic planning, and legal, accounting and financial matters. Of the five existing Directors, one executive Director and two independent non-executive Directors are qualified accountants. The biographies of the existing Directors are set out on pages 16 to 18 of this Annual Report. The information is also available on the Company's website.

董事於企業管理、策略性規劃及法律、會計及財務事宜均具豐富行業知識及經驗。五位現有董事中，一位執行董事及兩位獨立非執行董事為合資格會計師。現有董事之履歷載於本年報第16至18頁。有關資料亦可在本公司之網站查閱。

Throughout the year under review, the Board has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules in having at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

於整個回顧年度，董事會一直遵守上市規則第3.10(1)條及第3.10(2)條須委任至少三位獨立非執行董事之規定，而至少其中一位獨立非執行董事擁有合適之專業資格或會計或有關財務管理專長。

The Company has received from each existing independent non-executive Director an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers all existing independent non-executive Directors to be independent on the basis of the independence guidelines set out in the Listing Rules.

本公司已接獲現有各獨立非執行董事根據上市規則第3.13條就其獨立性所作出之年度確認書，並根據上市規則所載之獨立指引，認為現有全體獨立非執行董事均具獨立性。

To the best knowledge of the Board, there is no financial, business or family relationship among the members of the Board or with the chief executive officer.

### *Appointment, Retirement and Re-election of Directors*

Code Provision A.4.2 of the CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

At the Company's annual general meeting held on 26th September, 2005 (the "2005 AGM"), with the exception of Mr. Robert Charles Nicholson, an independent non-executive Director, who retired by reason of having served the Board for more than 9 years and was re-elected, all the other Directors were not required to retire by rotation.

At the 2005 AGM, the Bye-laws of the Company were amended to the effect that all Directors shall retire from office at each annual general meeting of the Company and shall be eligible for re-election. Director(s) holding office as executive chairman and/or managing director is/are, by virtue of Bermuda law, exempted from retirement by rotation.

A special resolution will be proposed at the forthcoming annual general meeting of the Company to amend the Bye-laws to provide, inter alia, that (i) half of the Directors (excluding Director(s) holding office as executive chairman and/or managing director, who is/are, by virtue of Bermuda law, exempted from retirement by rotation) shall retire from office at each annual general meeting of the Company and shall be eligible for re-election; (ii) a Director may be removed by an ordinary resolution in a general meeting instead of a special resolution; and (iii) any Director appointed by the Board to fill a casual vacancy shall hold office only until the next general meeting of the Company instead of the next annual general meeting.

據董事會所深知，董事會成員之間或與行政總裁概無任何財務、業務或家族關係。

### *董事委任、辭任及重選*

企業管治守則之守則條文第A.4.2條規定，各董事（包括有指定獲委任年期者）須至少每三年輪值告退一次。

於二零零五年九月二十六日舉行之本公司股東週年大會（「二零零五年股東週年大會」），除獨立非執行董事黎高臣先生以服務董事會超過九年之理由而退任，並已膺選連任外，全體其他董事均無須輪值告退。

於二零零五年股東週年大會，本公司之公司細則已經予以修訂，致使全體董事均須於本公司每屆股東週年大會上退任及合資格膺選連任。惟出任執行主席及／或董事總經理職務之董事乃根據百慕達法例獲豁免輪值告退。

董事會將於本公司即將舉行之股東週年大會上提呈一項特別決議案，以修訂本公司細則（其中包括）：(i)半數董事（不包括出任執行主席及／或董事總經理職務之董事，彼／彼等乃根據百慕達法例獲豁免輪值告退）須於本公司之每屆股東週年大會上辭任及合資格膺選連任；(ii)可於股東大會上以普通決議案罷免董事，而非特別決議案；及(iii)任何獲董事會委任以填補臨時空缺之董事，任期僅至本公司下屆之股東大會，而非下屆股東週年大會。

The Company currently does not have a Director holding office as its managing director. As the executive Chairman of the Board, Mr. Li Tung Lok is not, by virtue of Bermuda law, subject to retirement by rotation. However, in order to comply with Code Provision A.4.2 of the CG Code, Mr. Li Tung Lok will voluntarily retire from office and offer himself for re-election at the forthcoming annual general meeting of the Company, and at least once every three years thereafter.

### *Non-executive Directors*

Code Provision A.4.1 of the CG Code stipulates that every non-executive Director should be appointed for a specific term, subject to re-election. In compliance with this Code Provision, the QPL Code provides that every non-executive Director should be appointed for a fixed term of not more than three years, subject to re-election.

All existing non-executive Directors currently are not appointed for a specific term but will retire from office at the forthcoming annual general meeting of the Company in accordance with Company's current Bye-laws and, being eligible, have offered themselves for re-election. Pursuant to the QPL Code, the term of appointment for each of the retiring non-executive Directors offering himself for re-election shall be for a fixed term of not more than three years, commencing on the date of his re-election (being the date of the forthcoming annual general meeting or any adjournment thereof, as the case may be) and ending on the earlier of (i) the day immediately preceding the third anniversary of his re-election; and (ii) the time of his retirement by rotation pursuant to the Bye-laws of the Company.

本公司現時並無董事出任董事總經理一職。李同樂先生作為董事會執行主席，根據百慕達法例無須輪值告退。然而，為遵守企業管治守則之守則條文第A.4.2條，李同樂先生於即將召開之本公司股東週年大會上及其後至少每三年自願退任一次，並願意膺選連任。

### *非執行董事*

企業管治守則之守則條文第A.4.1條規定，各非執行董事均須按指定任期獲委任，並膺選連任。為遵守此項守則條文，QPL守則訂明每位非執行董事獲委任之固定任期為不超過三年，並膺選連任。

所有現任非執行董事之委任均無指定任期，惟須根據本公司現行之公司細則於本公司即將召開之股東週年大會上退任，及合資格並願意膺選連任。根據QPL守則，每位退任並願意膺選連任之非執行董事之固定任期為不超過三年，由其重選日期開始(即即將舉行之股東週年大會之日期或其任何續會，視乎情況而定)至下列較早日期結束為止：(i)緊接其重選三週年前之日或(ii)彼根據本公司之公司細則輪值告退之時間。

## Board Meetings

During the year under review, four Board meetings were held. The attendance record of each member of the Board is set out below.

## 董事會會議

於回顧年度，共舉行四次董事會會議。董事會各成員之出席次數記錄如下：

Members of the Board 董事會成員		Attendance/ Number of Meetings 出席次數／會議數目
<i>Executive Director and Chairman of the Board</i> Li Tung Lok	執行董事及董事會主席 李同樂	4/4
<i>Executive Directors</i> Kwan Kit Tong Kevin ( <i>Chief Executive Officer and Group Financial Controller</i> ) ( <i>appointed on 1st January, 2006</i> )	執行董事 關傑銅 (行政總裁兼本集團財務總監) (於二零零六年一月一日獲委任)	1/4
Cheng Hoi Tao Henry ( <i>Vice President of Operations</i> ) ( <i>resigned on 1st January, 2006</i> )	鄭海滔 (營運副總裁) (於二零零六年一月一日辭任)	1/4
<i>Independent Non-executive Directors</i> Robert Charles Nicholson Sze Tsai To Robert Wong Chun Bong Alex	獨立非執行董事 黎高臣 史習陶 王振邦	3/4 4/4 4/4

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board and the chief executive officer positions are separate and each of them plays a distinctive role in the Company. Throughout the year under review and up to the date of this Annual Report, Mr. Li Tung Lok is the Chairman of the Board. Mr. Joseph A. Martin had been the chief executive officer of the Company until his resignation on 1st September, 2006, and Mr. Kwan Kit Tong Kevin, an executive Director, was appointed as the new chief executive officer on the same day. The division of responsibilities between the Chairman of the Board and the chief executive officer of the Company is set out in the QPL Code.

To the best knowledge of the Board, there is no financial, business or family relationship between the Chairman of the Board and the chief executive officer of the Company.

## 主席及行政總裁

董事會主席及行政總裁之職位有獨立區分，在本公司各有不同之職責。於整個回顧年度及截至本年報日期，李同樂先生為董事會主席。Joseph A. Martin 先生直至彼於二零零六年九月一日辭任前為本公司之行政總裁，而執行董事關傑銅先生則於同日獲委任為新行政總裁。董事會主席及本公司行政總裁之職責分野載於QPL守則。

據董事會所深知，董事會主席與本公司行政總裁之間概無任何財務、業務或家族關係。

### AUDIT COMMITTEE

The Audit Committee was established in April, 2000 pursuant to the then Code of Best Practice of the Listing Rules.

Throughout the year under review and up to the date of this Annual Report, the Audit Committee consists of three independent non-executive Directors, namely, Mr. Sze Tsai To Robert (being the Chairman of the Audit Committee), Mr. Robert Charles Nicholson and Mr. Wong Chun Bong Alex. Mr. Sze Tsai To Robert and Mr. Wong Chun Bong Alex are qualified accountants with extensive experience in accounting, audit and financial matters.

To align with the CG Code, the terms of reference of the Audit Committee was revised on 23rd January, 2006 on no less exacting terms than the requirements of the CG Code. The revised terms of reference are posted on the Company's website and also available from the company secretary of the Company on request.

The principal duties of the Audit Committee include:

- assisting the Board in fulfilling its responsibilities by providing an independent review and supervision of the Group's financial reporting system, and effectiveness of the Group's internal control system;
- reviewing the Group's financial information; and
- reviewing the appointment of external auditors to ensure continuing auditor independence.

### 審核委員會

審核委員會於二零零零年四月根據當時上市規則之最佳常規守則成立。

於整個回顧年度及截至本年報日期，審核委員會包括三位獨立非執行董事，即史習陶先生(審核委員會主席)、黎高臣先生及王振邦先生。史習陶先生及王振邦先生為合資格會計師，於會計、核數及財務事宜上具豐富經驗。

為符合企業管治守則，核審委員會之職權範圍於二零零六年一月二十三日已經修訂，其嚴謹程度不遜於企業管治守則之規定。經修訂之職權範圍刊載於本公司之網站，亦可向本公司之公司秘書要求查閱。

審核委員會之主要職責包括：

- 透過提供獨立審閱及監督本集團之財務申報系統及本集團內部監控系統之效率，協助董事會履行其責任；
- 審閱本集團之財務資料；及
- 審閱外聘核數師之任命，以確保繼任核數師之獨立性。



During the year under review, three Audit Committee meetings were held. The attendance record of each member of the Audit Committee is set out below.

於回顧年度，共舉行三次審核委員會會議。審核委員會各成員之出席次數記錄如下：

Members of the Audit Committee 審核委員會成員		Attendance/ Number of Meetings 出席次數／會議數目
<i>Independent Non-executive Directors</i> 獨立非執行董事		
Sze Tsai To Robert ( <i>Chairman of the Audit Committee</i> )	史習陶 (審核委員會主席)	3/3
Robert Charles Nicholson	黎高臣	3/3
Wong Chun Bong Alex	王振邦	3/3

During the year under review, work performed by the Audit Committee included:

於回顧年度，審核委員會執行之工作包括：

- |  |  |
|--|--|
| (i) reviewing external auditors' audit plan in relation to the audit of the annual accounts for 2005;  | (i) 審閱外聘核數師有關二零零五年年度賬目核數工作之核數計劃；                       |
| (ii) reviewing and discussing with the external auditors on significant audit, accounting and internal control issues arising from the external auditors' audit of the annual accounts for 2005; | (ii) 審閱及與外聘核數師就其於二零零五年年度賬目之核數工作而產生之重大審核、會計及內部監控事宜進行討論； |
| (iii) reviewing the annual accounts for 2005 and making recommendations to the Board for approval;   | (iii) 審閱二零零五年年度賬目，及提出推薦建議尋求董事會批准；                      |
| (iv) discussing with the external auditors accounting issues arising from the review of the interim accounts for 2006; and   | (iv) 與外聘核數師就審閱二零零六年中期賬目而產生之帳目問題進行討論；及                  |
| (v) reviewing the interim accounts for 2006 and making recommendations to the Board for approval.  | (v) 審閱二零零六年中期賬目，及提出推薦建議尋求董事會批准。                        |



### REMUNERATION COMMITTEE

The Remuneration Committee was established on 23rd January, 2006. Since its establishment, the Remuneration Committee has consisted of one executive Director, namely Mr. Li Tung Lok, and three independent non-executive Directors, namely, Mr. Robert Charles Nicholson (being the Chairman of the Remuneration Committee), Mr. Sze Tsai To Robert and Mr. Wong Chun Bong Alex.

The terms of reference of the Remuneration Committee adopted by the Board are consistent with those set out in the CG Code. The terms of reference of the Remuneration Committee are posted on the Company's website and also available from the company secretary of the Company on request.

The major roles and functions of the Remuneration Committee, include:

- making recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management; and
- determining and approving the specific remuneration packages of all executive Directors and senior executives; and
- making recommendations to the Board on the remuneration of non-executive Directors.

### 薪酬委員會

薪酬委員會於二零零六年一月二十三日成立。自成立後，薪酬委員會包括一位執行董事李同樂先生，及三位獨立非執行董事黎高臣先生(薪酬委員會主席)、史習陶先生及王振邦先生。

董事會所採納之薪酬委員會之職權範圍與企業管治守則所載者一致。薪酬委員會之職權範圍刊載於本公司之網站，亦可向本公司之公司秘書要求查閱。

薪酬委員會之主要角色及功能包括：

- 就本公司之政策及全體董事及高級管理層之薪酬架構，向董事會提出推薦建議；及
- 釐定及批准全體執行董事及高級行政人員之特定薪酬組合，及
- 就非執行董事之薪酬向董事會提出推薦建議。

During the year under review, one Remuneration Committee meeting was held to review and determine the remuneration level of executive Directors and senior management. At the meeting, no Director was involved in voting on his own remuneration. The attendance record of each member of the Remuneration Committee is set out below.

於回顧年度，薪酬委員會共舉行了一次會議，以檢討及釐定執行董事及高級管理層之薪酬水平。於會議上，並無董事就其本身之薪酬參與投票。薪酬委員會各成員之出席次數記錄如下：

Member of the Remuneration Committee 薪酬委員會成員		Attendance/ Number of Meetings 出席次數／會議數目
<i>Executive Director and Chairman of the Board</i> Li Tung Lok	執行董事及董事會主席 李同樂	1/1
<i>Independent Non-Executive Directors</i> Robert Charles Nicholson (Chairman of the Remuneration Committee)	獨立非執行董事 黎高臣 (薪酬委員會主席)	1/1
Sze Tsai To Robert	史習陶	1/1
Wong Chun Bong Alex	王振邦	1/1

## NOMINATION COMMITTEE

The Nomination Committee was established on 23rd January, 2006. Since its establishment, the Nomination Committee has consisted of three independent non-executive Directors, namely, Mr. Wong Chun Bong Alex (being the Chairman of the Nomination Committee), Mr. Robert Charles Nicholson and Mr. Sze Tsai To Robert.

The terms of reference of the Nomination Committee adopted by the Board are consistent with those set out in the CG Code. The terms of reference of the Remuneration Committee are posted on the Company's website and also available from the company secretary of the Company on request.

## 提名委員會

提名委員會於二零零六年一月二十三日成立。自成立後，提名委員會已包括三位獨立非執行董事，即王振邦先生（擔任提名委員會主席）、黎高臣先生及史習陶先生。

董事會所採納之提名委員會之職權範圍與企業管治守則所載者一致。薪酬委員會之職權範圍刊載於本公司之網站，亦可向本公司之公司秘書要求查閱。

## CORPORATE GOVERNANCE REPORT (CONT'D) • 企業管治報告(續)

The major roles and functions of the Nomination Committee are:

- identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the candidates nominated for directorships;
- assessing the independence of independent non-executive Directors; and
- making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairman of the Board and the chief executive officer.

No meeting of the Nomination Committee was held during the year under review. Written resolutions of the Nomination Committee were passed on 1st September, 2006, inter alia, to recommend the appointment of Mr. Kwan Kit Tong Kevin, an executive Director, as the new chief executive officer of the Company to replace Mr. Joseph A. Martin who resigned on 1st September, 2006.

提名委員會之主要角色及功能為：

- 物色具合適資格成為董事會成員之人士，甄選候選人提名出任董事職務或就該甄選向董事會提出推薦建議；
- 評估獨立非執行董事之獨立性；及
- 就委任或續聘董事及董事(尤其是董事會主席及行政總裁)繼任計劃之有關事宜向董事會提出推薦建議。

提名委員會於回顧年度並無舉行會議。提名委員會之書面決議案於二零零六年九月一日獲得通過，(其中包括)以建議委任執行董事關傑銅先生為本公司之新行政總裁，以接替於二零零六年九月一日辭任之Joseph A. Martin先生。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Board 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 dealings in the securities of the Company by Directors. All Directors have confirmed, following specific enquiry by the Company, that they have fully complied with the required standard set out in the Model Code throughout the year under review.

## DIRECTORS' RESPONSIBILITY FOR FINANCIAL STATEMENTS

Directors acknowledge that it is their responsibility for the preparation of the consolidated financial statements, which give a true and fair view of the state of affairs of the Group at the end of the year under review and of results of operation and cash flows of the Group for the year under review.

In preparing the consolidated financial statements for the year under review, the Directors have

- selected suitable accounting policies and applied them on a consistent basis;
- made judgments and estimates that are prudent, fair and reasonable; and
- prepared the consolidated financial statements on going concern basis and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The statement of the Auditors of the Company regarding their reporting responsibilities was set out in the Auditors' Report on page 47 to 48 of this Annual Report.

## 證券交易標準守則

董事會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之標準守則（「標準守則」），作為本公司董事進行證券買賣之守則。經本公司作出具體查詢後，全體董事確認於整個回顧年度均已全面遵守標準守則內載之規定準則。

## 董事於財務報表之責任

董事確認須負責編製綜合財務報表，均能真實及公平地反映本集團於回顧年度結束時之財務狀況，以及本集團於回顧年度之經營業績及現金流量。

於編製回顧年度之綜合財務報表時，董事已：

- 選擇並貫徹採納合適之會計政策；
- 作出審慎、公平而合理之判斷及估計；及
- 按持續經營基準編製綜合財務報表，且並不知悉有任何重大不明朗之事件或狀況（有關可引起對本集團是否有能力持續經營之重大疑問）。

本公司核數師就其呈報責任之聲明載於本年報第47至48頁之核數師報告。

### AUDITORS' REMUNERATION

Deloitte Touche Tohmatsu was reappointed as the Company's external auditors at the 2005 AGM until the conclusion of the next annual general meeting of the Company. During the year under review, a remuneration of approximately HK\$2 million was paid to Deloitte Touche Tohmatsu for the provision of audit services, and approximately HK\$1 million were paid to Deloitte Touche Tohmatsu for the provision of non-audit related services (including review of interim report, tax services, review of Group's investment in the convertible preferred shares in ASAT, an associate company of the Company, and preparing reports in connection with a rights issue of shares of the Company) to the Group.

### 核數師薪酬

德勤•關黃陳方會計師行於二零零五年股東週年大會上獲續聘為本公司之外聘核數師，任期直至本公司下屆股東週年大會結束。於回顧年度，已就德勤•關黃陳方會計師行所提供之核數服務向其支付約2,000,000港元之薪酬，以及就德勤•關黃陳方會計師行對本集團所提供之非核數服務(包括審閱中期報告、稅務服務、檢討本集團投資於本公司一間聯營公司樂依文之可換股優先股，以及編製有關本公司一項供股之報告)向其支付約1,000,000港元。